

IMPORTANT NOTICE

THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE EITHER (1) QUALIFIED INSTITUTIONAL BUYERS (“QIBs”) UNDER RULE 144A UNDER THE SECURITIES ACT (AS DEFINED BELOW) (“RULE 144A”) OR (2) NON-U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT (AS DEFINED BELOW) (“REGULATION S”)) PURCHASING THE SECURITIES OUTSIDE THE UNITED STATES IN AN OFFSHORE TRANSACTION IN RELIANCE ON REGULATION S.

IMPORTANT: You must read the following before continuing. The following applies to the offering circular following this page (the “**Offering Circular**”), and you are therefore advised to read this carefully before reading, accessing or making any other use of the Offering Circular. In accessing the Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND SECURITIES IN BEARER FORM ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. THE SECURITIES MAY NOT BE OFFERED, SOLD OR (IN THE CASE OF NOTES IN BEARER FORM) DELIVERED WITHIN THE UNITED STATES, OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S) EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.

THIS OFFERING CIRCULAR MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT, IN WHOLE OR IN PART, IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. ANY INVESTMENT DECISION SHOULD BE MADE ON THE BASIS OF THE FINAL TERMS AND CONDITIONS OF THE SECURITIES AND THE INFORMATION CONTAINED IN THE OFFERING CIRCULAR (AS AMENDED AND RESTATED) THAT WILL BE DISTRIBUTED TO YOU PRIOR TO THE PRICING DATE AND NOT ON THE BASIS OF THE ATTACHED DOCUMENTS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED THEREIN.

Confirmation of your Representation: In order to be eligible to view the following Offering Circular or make an investment decision with respect to the securities, investors must be either (I) QIBs (within the meaning of Rule 144A) or (II) non-U.S. persons eligible to purchase the securities outside the United States in an offshore transaction in reliance on Regulation S. By accepting this e-mail and accessing the following Offering Circular, you shall be deemed to have represented to us that (1) you and any customers you represent are either (a) QIBs or (b) non-U.S. persons eligible to purchase the securities outside the United States in an offshore transaction in reliance on Regulation S and that the electronic e-mail address that you gave us and to which this e-mail has been delivered is not located in the United States and (2) that you consent to the delivery of such Offering Circular by electronic transmission.

You are reminded that the Offering Circular has been delivered to you on the basis that you are a person into whose possession the Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver the Offering Circular to any other person.

The materials relating to the offering of securities to which the Offering Circular relates do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the underwriters or any affiliate of the underwriters is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the underwriters or such affiliate on behalf of the relevant Issuer (as defined in the Offering Circular) in such jurisdiction.

The Offering Circular has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Relevant Obligor(s) (as defined in the Offering Circular), Bank of China Limited, and Bank of China (Hong Kong) Limited (together, the “**Arrangers**”), any person who controls any Arranger or Dealer (as defined in the Offering Circular), any director, officer, employee or agent of the Relevant Obligor(s) or any Arranger or Dealer, or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Offering Circular distributed to you in electronic format and the hard copy version available to you on request from the Arrangers or the Dealers.

You should not reply by e-mail to this notice, and you may not purchase any securities by doing so. Any reply email communications, including those you generate by using the “Reply” function on your e-mail software, will be ignored or rejected. You are responsible for protecting against viruses and other destructive items. Your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

BANK OF CHINA LIMITED

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



U.S.\$30,000,000,000 Medium Term Note Programme

Under the U.S.\$30,000,000,000 Medium Term Note Programme described in this Offering Circular (the “**Programme**”), Bank of China Limited (the “**Bank**”) or such branch of the Bank (including Bank of China Limited, Hong Kong Branch) (each a “**Branch Issuer**”) or such subsidiary of the Bank (each a “**Subsidiary Issuer**”), as specified in the applicable Pricing Supplement (each an “**Issuer**”), subject to compliance with all relevant laws, regulations and directives, may from time to time issue medium term notes (the “**Notes**”), Notes issued by a Subsidiary Issuer may be unconditionally and irrevocably guaranteed (“**Guarantee of the Notes**”) by a branch of the Bank outside the PRC (each an “**Overseas Branch**”) and a “**Guarantor**”) as specified in the relevant Pricing Supplement (the “**Guaranteed Notes**”). References herein to the “**Relevant Obligor(s)**” are to the relevant Issuer, and, in the case of any Guaranteed Notes, each of the relevant Issuer and the relevant Guarantor.

Notes may be issued in bearer or registered form. The aggregate nominal amount of Notes outstanding will not at any time exceed U.S.\$30,000,000,000 (or its equivalent in other currencies, subject to any duly authorised increase). The Notes may be issued on a continuing basis to one or more of the Dealers specified under “*Summary of the Programme*” or any additional Dealer appointed under the Programme from time to time by an Issuer (each a “**Dealer**”) and together the “**Dealers**”), which appointment may be for a specific issue or on an ongoing basis. References in this Offering Circular to the “**Relevant Dealer**” shall, in the case of an issue of Notes being (or intended to be) subscribed for by more than one Dealer, be to all Dealers agreeing to subscribe for such Notes.

Non-Guaranteed Notes are constituted by, are subject to, and have the benefit of, an amended and restated trust deed dated 7 April 2017 (as further amended or supplemented from time to time, the “**Non-Guaranteed Notes Principal Trust Deed**”) between the Bank (on behalf of itself and each Branch Issuer) and The Bank of New York Mellon, London Branch as trustee (the “**Trustee**”) and are the subject of an amended and restated issue and paying agency agreement dated 7 April 2017 (as further amended or supplemented from time to time, the “**Non-Guaranteed Notes Principal Agency Agreement**”) between the Bank (on behalf of itself and each Branch Issuer), the Trustee and the agents named therein. In order for a Subsidiary Issuer to issue Non-Guaranteed Notes, such Subsidiary Issuer shall, in respect of such Non-Guaranteed Notes, (A) accede to the Non-Guaranteed Notes Principal Trust Deed by executing an accession deed between such Subsidiary Issuer and the Trustee or supplement the Non-Guaranteed Notes Principal Trust Deed by executing a supplemental trust deed between such Subsidiary Issuer, the Bank and the Trustee, in each case, dated on or before the relevant Issue Date (as amended or supplemented from time to time and together with the Non-Guaranteed Notes Principal Trust Deed, the “**Non-Guaranteed Notes Trust Deed**”) and (B) accede to the Non-Guaranteed Notes Principal Agency Agreement by executing an accession agreement between such Subsidiary Issuer, the Trustee and the agents named therein or supplement the Non-Guaranteed Notes Principal Agency Agreement by executing a supplemental agency agreement between such Subsidiary Issuer, the Bank the Trustee and the agents named therein, in each case, dated on or before the relevant Issue Date (as amended or supplemented from time to time and together with the Non-Guaranteed Notes Principal Agency Agreement, the “**Non-Guaranteed Notes Agency Agreement**”).

Guaranteed Notes are constituted by, are subject to, and have the benefit of, a trust deed dated 7 April 2017 (as amended or supplemented from time to time, the “**Guaranteed Notes Principal Trust Deed**”) between the Bank (on behalf of itself as Issuer and each Overseas Branch as Guarantor) and The Trustee and are the subject of an amended and restated issue and paying agency agreement dated 7 April 2017 (as amended or supplemented from time to time, the “**Guaranteed Notes Principal Agency Agreement**”) between the Bank (on behalf of itself as Issuer and each Overseas Branch as Guarantor), the Trustee and the agents named therein. In order for a Subsidiary Issuer to issue Guaranteed Notes, such Subsidiary Issuer shall, in respect of such Guaranteed Notes, (A) accede to the Guaranteed Notes Principal Trust Deed by executing an accession deed between such Subsidiary Issuer and the Trustee or supplement the Guaranteed Notes Principal Trust Deed by executing a supplemental trust deed between such Subsidiary Issuer, the Bank and the Trustee, in each case, dated on or before the relevant Issue Date (as amended or supplemented from time to time and together with the Guaranteed Notes Principal Trust Deed, the “**Guaranteed Notes Trust Deed**”) and (B) accede to the Guaranteed Notes Principal Agency Agreement by executing an accession agreement between such Subsidiary Issuer, the Trustee and the agents named therein or supplement the Guaranteed Notes Principal Agency Agreement by executing a supplemental agency agreement between such Subsidiary Issuer, the Bank the Trustee and the agents named therein, in each case, dated on or before the relevant Issue Date (as amended or supplemented from time to time and together with the Guaranteed Notes Principal Agency Agreement, the “**Guaranteed Notes Agency Agreement**”). The relevant Guarantor must execute a deed of guarantee to be dated on or before the relevant Issue Date (each as amended or supplemented from time to time, a “**Deed of Guarantee**”).

Notes issued by the Bank may be constituted by, are subject to, and have the benefit of either the Non-Guaranteed Notes Principal Trust Deed or the Guaranteed Notes Principal Trust Deed as specified in the relevant Pricing Supplement, and are the subject of the Non-Guaranteed Notes Principal Agency Agreement (in case of Notes constituted by the Non-Guaranteed Notes Principal Trust Deed) or the Guaranteed Notes Principal Agency Agreement (in case of Notes constituted by the Guaranteed Notes Principal Trust Deed).

Without prejudice to the foregoing, if the relevant Pricing Supplement specifies that an alternative trustee shall be appointed for a relevant Tranche of Notes, such Tranche of Notes shall be constituted by a deed (as further amended or supplemented from time to time, the “**Alternative Trust Deed**”) between the relevant Issuer (and in the case of Notes issued by a Branch Issuer or a Subsidiary Issuer, the Bank) and the specified alternative trustee (the “**Alternative Trustee**”) incorporating the Non-Guaranteed Notes Principal Trust Deed or the Guaranteed Notes Principal Trust Deed, as the case may be. The Alternative Trustee shall be the Trustee for the purposes of the Conditions applicable to such Tranche of Notes. Neither the Non-Guaranteed Notes Principal Agency Agreement nor the Guaranteed Notes Principal Agency Agreement shall apply to such Tranche of Notes and such alternative arrangement (the “**Alternative Agency Agreement**”) as specified in the Pricing Supplement shall apply.

Where applicable for a relevant Tranche of Notes, the Notes will be issued within the relevant annual or otherwise general foreign debt issuance quota granted to the Bank or registration will be completed by the Bank pursuant to the Circular on Promoting the Reform of the Administrative System on the Issuance by Enterprises of Foreign Debt Filings and Registrations (國家發展改革委關於推進企業發行外債備案登記制管理改革的通知(發改外資[2015]2044號)) issued by the NDRC which came into effect on 14 September 2015 and the applicable implementation rules or policies thereof as issued by the NDRC from time to time (the “**NDRC Circular**”). After the issuance of such relevant Tranche of Notes, the Bank intends to provide the requisite information on the issuance of such Notes to the NDRC within the time period as required by the NDRC.

Application has been made to The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) for the listing of the Programme by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange and in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (together, “**Professional Investors**”) only. This Offering Circular is for distribution to Professional Investors only. Investors should not purchase the Notes in the primary or secondary markets unless they are Professional Investors and understand the risks involved. The Notes are only suitable for Professional Investors.

Hong Kong Stock Exchange has not reviewed the contents of this Offering Circular, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this Offering Circular to Professional Investors only have been reproduced in this Offering Circular. Listing of the Programme and the Notes on Hong Kong Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes or the Relevant Obligor(s) or quality of disclosure in this Offering Circular. Hong Kong Exchanges and Clearing Limited and the Hong Kong Stock Exchange take no responsibility for the contents of this Offering Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this Offering Circular.

Notice of the aggregate nominal amount of Notes, interest (if any) payable in respect of Notes, the issue price of Notes and any other terms and conditions not contained herein which are applicable to each Series (as defined under “*Terms and Conditions of the Notes*”) and each term therein, a “**Condition**”) of Notes will be set out in a pricing supplement (the “**Pricing Supplement**”) which, with respect to Notes to be listed on the Hong Kong Stock Exchange, will be delivered to the Hong Kong Stock Exchange, on or before the date of issue of the Notes of such Series. This Offering Circular may not be used to consummate sales of Notes, unless accompanied by a Pricing Supplement.

The relevant Pricing Supplement in respect of the issue of any Notes will specify whether or not such Notes will be listed on the Hong Kong Stock Exchange or any other stock exchange.

Each Series (as defined in “*Summary of the Programme*”) of Notes in bearer form (“**Bearer Notes**”) will be represented on issue by a temporary global note (each a “**Temporary Global Note**”), and will be sold in an “offshore transaction” within the meaning of Regulation S (“**Regulation S**”) under the United States Securities Act of 1933, as amended (the “**Securities Act**”). Interests in Temporary Global Notes generally will be exchangeable for interests in permanent global notes (each a “**Permanent Global Note**”) and, together with the Temporary Global Notes, the “**Global Notes**”), or if so stated in the relevant Pricing Supplement, definitive Notes (“**Definitive Notes**”), after the date falling 40 days after the later of the commencement of the offering and the relevant issue date of such Series, upon certification as to non-U.S. beneficial ownership. Interests in Permanent Global Notes will be exchangeable for Definitive Notes in whole but not in part as described under “*Summary of Provisions Relating to the Notes while in Global Form*”.

The Notes of each Series to be issued in registered form (“**Registered Notes**”) and which are sold in an “offshore transaction” within the meaning of Regulation S (“**Unrestricted Notes**”) will initially be represented by a permanent registered global note certificate (each an “**Unrestricted Global Note Certificate**”) without interest coupons, which may be deposited on the relevant issue date (a) in the case of a Series intended to be cleared through Euroclear Bank S.A./N.V. (“**Euroclear**”) and/or Clearstream Banking, S.A. (“**Clearstream, Luxembourg**”), with a common depositary on behalf of Euroclear and Clearstream, Luxembourg, (b) in the case of a Series intended to be cleared through the Central Money Markets Unit Service (the “**CMU Service**”), operated by the Hong Kong Monetary Authority (the “**HKMA**”), with a sub-custodian for the CMU Service, (c) in the case of a Series intended to be cleared through The Depository Trust Company (“**DTC**”), registered in the name of Cede & Co. as nominee for DTC and (d) in the case of a Series intended to be cleared through a clearing system other than, or in addition to, Euroclear and/or Clearstream, Luxembourg, DTC and/or the CMU Service, or delivered outside a clearing system, as agreed between the relevant Issuer and the relevant Dealer. Registered Notes which are sold in the United States to “qualified institutional buyers” (each, a “**QIB**”) within the meaning of Rule 144A (“**Rule 144A**”) under the Securities Act (“**Restricted Notes**”) will initially be represented by a permanent registered global note certificate (each a “**Restricted Global Note Certificate**”) and, together with the relevant Unrestricted Global Note Certificate, the “**Global Note Certificates**”), without interest coupons, which may be deposited on the relevant issue date with a custodian (the “**DTC Custodian**”) for, and registered in the name of Cede & Co. as nominee for, DTC or with a common depositary on behalf of Euroclear and Clearstream, Luxembourg. The provisions governing the exchange of interests in Global Notes for other Global Notes and Definitive Notes are described in “*Summary of Provisions Relating to the Notes while in Global Form*”.

The Notes and the Guarantee of the Notes, if applicable, have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, and the Notes may include Bearer Notes that are subject to U.S. tax law requirements. Accordingly, the Notes are being offered and sold only (i) in the United States to QIBs as defined in Rule 144A and (ii) outside the United States to non-U.S. persons in offshore transactions in accordance with Regulation S. Subject to certain exceptions, the Notes may not be offered, sold, or, in the case of Bearer Notes, delivered within the United States or to, or for the account or benefit of, U.S. persons. Registered Notes are subject to certain restrictions on transfer. Any Series of Notes may be subject to additional selling restrictions. The applicable pricing supplement in respect of such Series of Notes will specify any such restrictions. See “*Subscription and Sale*”, “*Transfer Restrictions*” and the applicable Pricing Supplement.

In addition, if the Pricing Supplement in respect of any Notes includes a legend entitled “Prohibition of Sales to EEA Retail Investors”, the Notes are not intended, from 1 January 2018, to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (“**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (“**IMD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended), the “**Prospectus Directive**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Notes to be issued under the Programme may be Senior Notes or Subordinated Notes. Moody’s Investor Service, Inc. (“**Moody’s**”), Fitch Ratings Ltd. (“**Fitch**”) and S&P Global Ratings (“**S&P**”) have assigned a rating of “**A1**”, “**A**” and “**A-**” to the Programme. Moody’s, Fitch and S&P are expected to rate Senior Notes issued under the Programme “**A1**” and Fitch is expected to rate Senior Notes issued under the Programme “**A1**”, “**A**” and “**A-**”. Any rating assigned to Subordinated Notes issued under the Programme by Moody’s, Fitch and/or S&P would be issued on a case-by-case basis for each Tranche of Subordinated Notes at drawdown. The rating is only correct as at the date of the Offering Circular. Notes issued under the Programme may be rated or unrated. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction, revision or withdrawal at anytime by the assigning rating agency.

Investing in Notes issued under the Programme involves certain risks and may not be suitable for all investors. Investors should have sufficient knowledge and experience in financial and business matters to evaluate the information contained in this Offering Circular and in the applicable Pricing Supplement and the merits and risks of investing in a particular issue of Notes in the context of their financial position and particular circumstances. Investors also should have the financial capacity to bear the risks associated with an investment in Notes. Investors should not purchase Notes unless they understand and are able to bear risks associated with Notes. The principal risk factors that may affect the ability of the Relevant Obligor(s) to fulfil its obligations in respect of the Notes are discussed under “*Risk Factors*” below. See risk factors beginning on Page 12.

This Offering Circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Relevant Obligor(s). The Relevant Obligor(s) each accepts full responsibility for the accuracy of the information contained in this Offering Circular and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Arranger and Dealer

Bank of China

The date of this Offering Circular is 7 April 2017

The Bank (as to itself and the Group) and each Subsidiary Issuer (as to itself) having made all reasonable enquiries confirms that to its best knowledge and belief (i) this Offering Circular contains all information with respect to each Subsidiary Issuer and its subsidiaries (the “**Relevant Subsidiary Group**”), the Bank and its subsidiaries taken as a whole (the “**Group**”) and the Notes and the Guarantee of the Notes, as applicable, which is material in the context of the issue and offering of the Notes; (ii) the statements contained herein relating to the Bank, the Group, the Subsidiary Issuer, the Relevant Subsidiary Group and the Notes are in every material respect true and accurate and not misleading and there are no other facts in relation to the Bank, the Group, the Subsidiary Issuer, the Relevant Subsidiary Group or the Notes, the omission of which would, in the context of the issue and offering of the Notes, make any statement in this Offering Circular misleading in any material respect; (iii) the statements of intention, opinion and belief or expectation contained in this Offering Circular with regard to the Bank, the Group, the Subsidiary Issuer and the Relevant Subsidiary Group are honestly and reasonably made or held, have been reached after considering all relevant circumstances; and (iv) all reasonable enquiries have been made by the Bank and each Subsidiary Issuer to ascertain such facts and to verify the accuracy of all such information and statements.

Each Series (as defined herein) of Notes will be issued on the terms set out herein under “*Terms and Conditions of the Notes*” as amended and/or supplemented by the Pricing Supplement specific to such Series. This Offering Circular must be read and construed together with any amendments or supplements hereto and with any information incorporated by reference herein and, in relation to any Series of Notes, must be read and construed together with the relevant Pricing Supplement.

The distribution of this Offering Circular and any Pricing Supplement and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular comes are required by the Relevant Obligor(s), the Arrangers and the Dealers to inform themselves about and to observe any such restrictions. None of the Relevant Obligor(s), the Arrangers or the Dealers represents that this Offering Circular or any Pricing Supplement may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assumes any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by any Relevant Obligor, the Arrangers or the Dealers, which would permit a public offering of any Notes or distribution of this Offering Circular or any Pricing Supplement in any jurisdiction where action for such purposes is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and none of this Offering Circular, any Pricing Supplement or any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations.

There are restrictions on the offer and sale of the Notes and the circulation of documents relating thereto, in certain jurisdictions including, but not limited to, the United States of America, the European Economic Area, the Netherlands, the United Kingdom, the PRC, Hong Kong, Japan and Singapore, and to persons connected therewith.

The Notes may be offered or sold (i) in the United States only to QIBs in transactions exempt from registration under the Securities Act, in which case each such purchaser must be able to make, and will be deemed to have made, certain acknowledgments, representations, warranties and agreements as set forth in this Offering Circular in respect of such Series of Notes, and/or (ii) outside the United States, to non-U.S. persons in offshore transactions in reliance on Regulation S. Any Series of Notes may be subject to additional selling restrictions. Any additional restrictions on the sale or transfer of any Series of Notes will be specified in the applicable Pricing Supplement for such Notes.

If Notes are being offered or sold to U.S. persons or in the United States, prospective investors are hereby notified that sellers of such Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. The Arranger and Dealer, through their respective selling agents, may arrange for the offer and resale of such Notes to U.S. persons or persons in the United States who are QIBs in reliance on Rule 144A or pursuant to another exemption from the registration requirements of the Securities Act. For a description of certain restrictions on offers, sales and transfers of Notes and on the distribution of this Offering Circular, see “*Subscription and Sale*”.

The Notes have not been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. regulatory authority, nor has any of the foregoing authorities passed upon or endorsed the merits of the offering of Notes or the accuracy or the adequacy of this Offering Circular. Any representation to the contrary is a criminal offence in the United States.

This Offering Circular is being submitted on a confidential basis in the United States to a limited number of QIBs for informational use solely in connection with the consideration of the purchase of the Notes being offered hereby. Its use for any other purpose in the United States is not authorised. It may not be copied or reproduced in whole or in part nor may it be distributed or any of its contents disclosed to anyone other than the prospective investors to whom it is originally submitted.

Important – EEA Retail Investors: In addition, if the Pricing Supplement in respect of any Notes includes a legend entitled “Prohibition of Sales to EEA Retail Investors”, the Notes are not intended, from 1 January 2018, to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (“**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (“**IMD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “**Prospectus Directive**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

This Offering Circular is to be read in conjunction with all documents, which are deemed to be incorporated herein by reference (see “*Information Incorporated by Reference*”). This Offering Circular shall be read and construed on the basis that such documents are incorporated and form part of this Offering Circular.

Listing of the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the merits of the Bank, the Branch Issuer, the Subsidiary Issuer, the Group, the Relevant Subsidiary Group or the Notes. In making an investment decision, investors must rely on their own examination of the Bank, the Branch Issuer, the Subsidiary Issuer, the Group, the Relevant Subsidiary Group and the terms of the offering, including the merits and risks involved. See “*Risk Factors*” for a discussion of certain factors to be considered in connection with an investment in the Notes.

No person has been authorised by any Relevant Obligor, any Arranger or any Dealer to give any information or to make any representation not contained in or not consistent with this Offering Circular or any other document entered into in relation to the Programme and the sale of Notes and, if given or made, such information or representation should not be relied upon as having been authorised by any Relevant Obligor, any Arranger or any Dealer.

Neither the delivery of this Offering Circular or any Pricing Supplement nor the offering, sale or delivery of any Note shall, in any circumstances, create any implication that the information contained in this Offering Circular is true subsequent to the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the any Relevant Obligor since the date thereof or, if later, the date upon which this Offering Circular has been most recently amended or supplemented or that any other information supplied in connection with the Programme is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

Neither this Offering Circular nor any Pricing Supplement constitutes an offer or an invitation to subscribe for or purchase any Notes and should not be considered as a recommendation by any Relevant Obligor, the Arrangers, the Dealers, the Trustee, the Agents or any director, officer, employee, agent or affiliate of any such person or any of them that any recipient of this Offering Circular or any Pricing Supplement should subscribe for or purchase any Notes. Each recipient of this Offering Circular or any Pricing Supplement shall be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of each Relevant Obligor.

The maximum aggregate principal amount of Notes outstanding at any one time under the Programme will not exceed U.S.\$30,000,000,000 (and for this purpose, any Notes denominated in another currency shall be translated into United States dollars at the date of the agreement to issue such Notes calculated in accordance with the provisions of the Dealer Agreement). The maximum aggregate principal amount of Notes, which may be outstanding at any one time under the Programme, may be increased from time to time, subject to compliance with the relevant provisions of the Dealer Agreement as defined under “*Subscription and Sale*”.

In connection with the issue of any Tranche of Notes, the Dealer or Dealers (if any) named as the Stabilising Manager(s) (or persons acting on behalf of any Stabilising Manager(s)) in the applicable Pricing Supplement may over allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes. Any stabilisation action or over-allotment must be conducted by the Stabilising Manager(s) (or persons acting on behalf of the Stabilising Manager(s)) in accordance with all applicable laws and rules.

None of the Arrangers, the Dealers, the Trustee or any Agents has separately verified the information contained in this Offering Circular. To the fullest extent permitted by law, none of the Arrangers, the Dealers, the Trustee or any Agent or any director, officer, employee, agent or affiliate of any such person makes any representation, warranty or undertaking, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Offering Circular. To the fullest extent permitted by law, none of the Arrangers, the Dealers, the Trustee or any Agent or any director, officer, employee, agent or affiliate of any such person accepts any responsibility for the contents of this Offering Circular or for any other statement made or purported to be made by the Arrangers, the Dealers, the Trustee, any Agent, or any director, officer, employee, agent or affiliate of any such person or on its behalf in connection with any Relevant Obligor, the Notes or the issue and offering of the Notes. The Arrangers, the Dealers, the Trustee and each Agent accordingly disclaim all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Offering Circular or any such statement.

This Offering Circular does not describe all of the risks and investment considerations (including those relating to each investor's particular circumstances) of an investment in Notes of a particular issue. Each potential purchaser of the Notes should refer to and consider carefully the relevant Pricing Supplement for each particular issue of Notes, which may describe additional risks and investment considerations associated with such Notes. The risks and investment considerations identified in this Offering Circular and the applicable Pricing Supplement are provided as general information only. Investors should consult their own financial and legal advisors as to the risks and investment considerations arising from an investment in an issue of Notes and should possess the appropriate resources to analyse such investment and the suitability of such investment in their particular circumstances.

Neither this Offering Circular nor any other information provided or incorporated by reference in connection with the Programme are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any Relevant Obligor or any of the Arrangers, the Dealers, the Trustee or the Agents or any director, officer, employee, agent or affiliate of any such person that any recipient, of this Offering Circular or of any such information, should purchase the Notes. Each potential purchaser of the Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Relevant Obligor(s), the Group and the Relevant Subsidiary Group. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Offering Circular and its purchase of Notes should be based upon such investigation, as it deems necessary. None of the Arrangers, the Dealers, the Trustee or the Agents or any director, officer, employee, agent or affiliate of any such person undertakes to review the financial condition or affairs of the Relevant Obligor(s), the Group or the Relevant Subsidiary Group during the life of the arrangements contemplated by this Offering Circular nor to advise any investor or potential investor in the Notes of any information coming to the attention of any of the Arrangers, the Dealers, the Trustee, the Agents or any of them.

In this Offering Circular, where information has been presented in thousands or millions of units, amounts may have been rounded up or down. Accordingly, totals of columns or rows of numbers in tables may not be equal to the apparent total of the individual items and actual numbers may differ from those contained herein due to rounding.

In this Offering Circular, unless otherwise specified or the context otherwise requires, all references to the “Bank” are to Bank of China Limited, all references herein to the “Issuer” are to the Bank, the relevant Branch Issuer or the relevant Subsidiary Issuer, as the case may be, all references to the “Relevant Obligor(s)” are to the relevant Issuer, and, in the case of Guaranteed Notes, each of the relevant Issuer and the relevant Guarantor, all references to “U.S.\$”, “USD” and to “U.S. dollars” are to United States dollars; all references to “HK\$” and to “HKD” are to Hong Kong dollars; all references to “pounds sterling” and “£” are to the currency of the United Kingdom; all references to “euro” and “€” are to the currency introduced at the start of the third stage of European economic and monetary union, and as defined in Article 2 of Council Regulation (EC) No. 974/98 of 3 May 1998 on the introduction of the euro as amended; all references to “yen” are to Japanese yen; all references to “Renminbi”, “CNH”, “RMB” and “CNY” are to the currency of the PRC; all references to “United States” or “U.S.” are to the United States of America; references to “China”, “Mainland China”, “Chinese Mainland” and the “PRC” in this Offering Circular mean the People’s Republic of China and for geographical reference only (unless otherwise stated) exclude Taiwan, Macau and Hong Kong; references to “PRC Government” mean the government of the PRC; references to “Hong Kong” are to the Hong Kong Special Administrative Region of the People’s Republic of China; references to “Macau” are to the Macao Special Administrative Region of the People’s Republic of China; and all references to “United Kingdom” are to the United Kingdom of Great Britain and Northern Ireland.

FORWARD-LOOKING STATEMENTS

Certain statements under “*Risk Factors*”, “*Description of the Bank*” and elsewhere in this Offering Circular constitute “*forward looking statements*”. The words including “*believe*”, “*expect*”, “*plan*”, “*anticipate*”, “*schedule*”, “*estimate*”, “*aim*”, “*intend*”, “*project*”, “*seek to*”, “*predict*”, “*future*”, “*goal*” and similar words or expressions identify forward looking statements. In addition, all statements other than statements of historical facts included in this Offering Circular, including, but without limitation, those regarding the financial position, business strategy, prospects, capital expenditure and investment plans of the Relevant Obligor(s), the Group or the Relevant Subsidiary Group and the plans and objectives of the management of the Relevant Obligor(s), the Group and the Relevant Subsidiary Group for its future operations (including development plans and objectives relating to the Group’s operations), are forward looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results or performance of the Relevant Obligor(s), the Group or the Relevant Subsidiary Group to differ materially from those expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Relevant Obligor(s), the Group’s and the Relevant Subsidiary Group’s present and future business strategies of the Relevant Obligor(s), the Group and the Relevant Subsidiary Group and the environment in which the Relevant Obligor(s), the Group or the Relevant Subsidiary Group will operate in the future. The Relevant Obligor(s) expressly disclaim any obligation or undertaking to release any updates or revisions to any forward looking statements contained herein to reflect any change in the expectations of any Relevant Obligor, the Group or the Relevant Subsidiary Group with regard thereto or any change of events, conditions or circumstances, on which any such statements were based. This Offering Circular discloses, under “*Risk Factors*” and elsewhere, important factors that could cause actual results to differ materially from the expectations of any Relevant Obligor. All subsequent written and forward-looking statements attributable to any Relevant Obligor or persons acting on behalf of the Relevant Obligor(s) are expressly qualified in their entirety by such cautionary statements.

INFORMATION INCORPORATED BY REFERENCE

With respect to (i) any Notes to be issued by the Bank or any Branch Issuer or (ii) any Guaranteed Notes, this Offering Circular should be read and construed in conjunction with each relevant Pricing Supplement, the audited consolidated financial statements of the Bank as at and for the years ended 31 December 2015 and 2016 published on the Hong Kong Stock Exchange, the most recently published audited annual financial statements and any interim financial statements (whether audited or unaudited) published subsequently to such annual financial statements of the Bank from time to time on the Hong Kong Stock Exchange and all amendments and supplements from time to time to this Offering Circular, which shall be deemed to be incorporated in, and to form part of, this Offering Circular and which shall be deemed to modify or supersede the contents of this Offering Circular to the extent that a statement contained in any such document is inconsistent with such contents.

With respect to any Notes to be issued by any Subsidiary Issuer, an amendment or supplement to this Offering Circular or a replacement Offering Circular will be published for use in connection with offering of the relevant Notes, which should be read and construed in conjunction with each relevant Pricing Supplement.

In this Offering Circular, unless otherwise specified or the context otherwise requires, all references to the “Bank” are to Bank of China Limited, “U.S.\$”, “USD” and to “U.S. dollars” are to United States dollars; all references to “HK\$” and to “HKD” are to Hong Kong dollars; all references to “pounds sterling” and “£” are to the currency of the United Kingdom; all references to “euro” and “€” are to the currency introduced at the start of the third stage of European economic and monetary union, and as defined in Article 2 of Council Regulation (EC) No. 974/98 of 3 May 1998 on the introduction of the euro as amended; all references to “yen” are to Japanese yen; all references to “Renminbi”, “CNH”, “RMB” and “CNY” are to the currency of the PRC; all references to “United States” or “U.S.” are to the United States of America; references to “China”, “Mainland China” and the “PRC” in this Offering Circular mean the People’s Republic of China and for geographical reference only (unless otherwise stated) exclude Taiwan, Macau and Hong Kong; references to “PRC Government” mean the government of the PRC; references to “Hong Kong” are to the Hong Kong Special Administrative Region of the People’s Republic of China; references to “Macau” are to the Macao Special Administrative Region of the People’s Republic of China; and all references to “United Kingdom” are to the United Kingdom of Great Britain and Northern Ireland.

FORWARD-LOOKING STATEMENTS

Certain statements under “*Risk Factors*”, “*Description of the Bank*” and elsewhere in this Offering Circular constitute “*forward looking statements*”. The words including “*believe*”, “*expect*”, “*plan*”, “*anticipate*”, “*schedule*”, “*estimate*”, “*aim*”, “*intend*”, “*project*”, “*seek to*”, “*predict*”, “*future*”, “*goal*” and similar words or expressions identify forward looking statements. In addition, all statements other than statements of historical facts included in this Offering Circular, including, but without limitation, those regarding the financial position, business strategy, prospects, capital expenditure and investment plans of the Bank or the Group and the plans and objectives of the management of the Bank and the Group for its future operations (including development plans and objectives relating to the Group’s operations), are forward looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results or performance of the Issuer, the Bank or the Group to differ materially from those expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Bank’s and the Group’s present and future business strategies of the Bank and the Group and the environment in which the Bank or the Group will operate in the future. The Bank expressly disclaims any obligation or undertaking to release any updates or revisions to any forward looking statements contained herein to reflect any change in the Issuer’s or the Group’s expectations with regard thereto or any change of events, conditions or circumstances, on which any such statements were based. This Offering Circular discloses, under “*Risk Factors*” and elsewhere, important factors that could cause actual results to differ materially from the Issuer’s expectations. All subsequent written and forward-looking statements attributable to the Issuer or persons acting on behalf of the Issuer are expressly qualified in their entirety by such cautionary statements.

INFORMATION INCORPORATED BY REFERENCE

This Offering Circular should be read and construed in conjunction with each relevant Pricing Supplement, the consolidated financial statements of the Bank for the years ended 31 December 2015 and 2016 published on the Hong Kong Stock Exchange, the most recently published audited annual financial statements and any interim financial statements (whether audited or unaudited) published subsequently to such annual financial statements of the Bank from time to time on the Hong Kong Stock Exchange and all amendments and supplements from time to time to this Offering Circular, which shall be deemed to be incorporated in, and to form part of, this Offering Circular and which shall be deemed to modify or supersede the contents of this Offering Circular to the extent that a statement contained in any such document is inconsistent with such contents.

As any quarterly financial statements published on the Hong Kong Stock Exchange has not been audited or reviewed by the Bank’s auditors, such interim financial information should not be relied upon by investors to provide the same quality of information associated with information that has been subject to an audit or review. Investors should exercise caution when using such data to evaluate the Group’s business, financial condition and results of operation.

Copies of all such documents which are so deemed to be incorporated in, and to form part of, this Offering Circular will be available free of charge during usual business hours on any weekday (Saturdays and public holidays excepted) from the specified offices of the Paying Agents and the principal office in Hong Kong of the Principal Paying Agent (as defined under “*Summary of the Programme*”) (or such other Paying Agent for the time being in Hong Kong) set out at the end of this Offering Circular.

PRESENTATION OF FINANCIAL INFORMATION

The financial information as at and for the years ended 31 December 2014, 2015 and 2016 in this Offering Circular has been derived from the audited consolidated financial statements of the Bank as at and for the years ended 31 December 2015 and 2016, published on the Hong Kong Stock Exchange and incorporated by reference into this Offering Circular (see “**Information incorporated by Reference**”).

AVAILABLE INFORMATION

For so long as any of the Notes are “restricted securities” within the meaning of Rule 144(a)(3) under the Securities Act, each Relevant Obligor will, during any period in which any Relevant Obligor is neither subject to the reporting requirements of Section 13 or 15(d) of the United States Securities Exchange Act of 1934 (the “**Exchange Act**”) nor exempt from the reporting requirements of the Exchange Act under Rule 12g3-2(b) thereunder, provide to the holder or beneficial owner of such restricted securities or to any prospective purchaser of such restricted securities designated by such holder or beneficial owner, in each case upon the written request of such holder, beneficial owners or prospective purchaser, the information required to be provided by Rule 144A(d)(4) under the Securities Act.

ENFORCEABILITY OF CIVIL LIABILITIES

The Bank is incorporated under the laws of the PRC and each Subsidiary Issuer is incorporated under the laws of its jurisdiction of incorporation. Most of their directors and officers reside outside the United States (principally in the PRC and/or the Relevant Obligor’s jurisdiction of incorporation). A substantial portion of the assets of the Relevant Obligor(s) and the assets of such persons are or may be located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon the Relevant Obligor(s) or such persons, or to enforce against the Relevant Obligor(s) or such persons judgments obtained in United States courts, including judgments predicated upon the civil liability provisions of the federal securities laws of the United States. The Bank has been advised by its PRC counsel, JunZeJun Law Offices, that there is uncertainty or impossible to ascertain as to whether the courts of the PRC would (1) enforce judgments of the U.S. courts obtained against the Bank or its directors and officers predicated upon the civil liability provisions of the federal securities laws of the United States or the securities laws of any state or territory within the United States or (2) entertain original actions brought in the courts of the PRC against the Bank or its directors and officers predicated upon these civil liabilities provisions.

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SUMMARY OF THE PROGRAMME

This summary must be read as an introduction to this Offering Circular and any decision to invest in the Notes should be based on a consideration of the Offering Circular as a whole, including any information incorporated by reference. Words and expressions defined in the “Terms and Conditions of the Notes” below or elsewhere in this Offering Circular have the same meanings in this summary.

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| Issuer | Bank of China Limited, such branch of the Bank (including Bank of China Limited, Hong Kong Branch) or such subsidiary of the Bank, as specified in the applicable Pricing Supplement. |
| Guarantor | Notes issued by a Subsidiary Issuer may be unconditionally and irrevocably guaranteed by an Overseas Branch as specified in the relevant Pricing Supplement. |
| Relevant Obligor(s) | The relevant Issuer (for Notes other than the Guaranteed Notes); each of the relevant Issuer and the relevant Guarantor (for Guaranteed Notes). |
| Programme Size | Up to U.S.\$30,000,000,000 (or the equivalent in other currencies calculated as described in the Dealer Agreement (as defined in “Subscription and Sale”)) outstanding at any time. The Bank may increase the amount of the Programme in accordance with the terms of the Dealer Agreement. |
| Arrangers | Bank of China Limited and Bank of China (Hong Kong) Limited. |
| Dealers | Bank of China Limited, Bank of China (Hong Kong) Limited and any other Dealer appointed from time to time either by the Bank generally in respect of the Programme or by the relevant Issuer in relation to a particular Series of Notes. |
| Principal Paying Agent, Paying Agent | The Bank of New York Mellon, London Branch (for Notes cleared through Euroclear/Clearstream); The Bank of New York Mellon (for Notes cleared through DTC). |
| Registrar | The Bank of New York Mellon SA/NV, Luxembourg Branch (for Notes cleared through Euroclear/Clearstream); The Bank of New York Mellon (for Notes cleared through DTC); The Bank of New York Mellon, Hong Kong Branch (for Notes cleared through CMU Service). |
| Transfer Agent | The Bank of New York Mellon SA/NV, Luxembourg Branch (for Notes cleared through Euroclear/Clearstream); The Bank of New York Mellon (for Notes cleared through DTC); The Bank of New York Mellon, Hong Kong Branch (for Notes cleared through CMU Service). |
| CMU Lodging and Paying Agent . . | The Bank of New York Mellon Hong Kong Branch. |
| Trustee | The Bank of New York Mellon, London Branch. |

Method of Issue. The Notes will be issued on a syndicated or non-syndicated basis. The Notes will be issued in series (each a “**Series**”) having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest and their issue price), and intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a “**Tranche**”) on the same or different issue dates. The specific terms of each Tranche (which will be completed, where necessary, with the relevant terms and conditions and, save in respect of the issue date, issue price, first payment date of interest and nominal amount of the Tranche, will be identical to the terms of other Tranches of the same Series) will be completed in the Pricing Supplement.

Clearing Systems. With respect to Notes (other than CMU Notes), Euroclear, Clearstream, Luxembourg and/or DTC and such other clearing system as shall be agreed between the relevant Issuer, the Agents, the Trustee and the relevant Dealer. With respect to CMU Notes, the CMU Service (each of Euroclear, Clearstream, Luxembourg, DTC and the CMU Service, a “**Clearing System**”). See “*Clearing and Settlement*”.

Form of Notes Notes may be issued in bearer form or in registered form. Registered Notes will not be exchangeable for Bearer Notes and *vice versa*. No single Series or Tranche may comprise both Bearer Notes and Registered Notes.

Each Series of Bearer Notes will initially be represented by a Temporary Global Note or a Permanent Global Note, as specified in the applicable Pricing Supplement, which, in each case, may be deposited on the issue date with a common depositary for Euroclear, Clearstream, Luxembourg or any other agreed clearance system compatible with Euroclear and Clearstream, Luxembourg or, in respect of CMU Notes, a sub-custodian for the CMU Service. A Temporary Global Note will be exchangeable, in whole or in part, as described therein, for interests in a Permanent Global Note as described under “*Form of the Notes*”. A Permanent Global Note may be exchanged, in whole but not in part, for Definitive Notes only upon the occurrence of an Exchange Event as described under “*Form of the Notes*”. Definitive Notes will, if interest-bearing, have Coupons attached and, if appropriate, a Talon for further Coupons. Any interest in a Temporary Global Note or a Permanent Global Note will be transferable only in accordance with the rules and procedures or the time being of Euroclear, Clearstream, Luxembourg, the CMU Service and/or any other agreed clearance system, as appropriate.

Bearer Notes that are issued in compliance with U.S. Treasury Regulations §1.163-5(c)(2)(i)(D) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”)) (the “**D Rules**”) must be initially represented by a Temporary Global Note. Certification as to non-U.S. beneficial ownership will be a condition precedent to any exchange of an interest in a Temporary Global Note or receipt of any payment of interest in respect of a Temporary Global Note.

Each Tranche of Registered Notes will be represented by either:

- (i) Individual Note Certificates; or
- (ii) one or more Global Note Certificate in the case of Registered Notes sold outside the United States to non-U.S. persons in reliance on Regulation S and/or one or more Restricted Global Note Certificates in the case of Registered Notes sold to QIBs in reliance on Rule 144A,

in each case as specified in the relevant Pricing Supplement, unless if so specified in the relevant Pricing Supplement, no Note Certificate shall be issued in respect of the relevant Tranche of Notes.

Each Note to be cleared through DTC and represented by an Unrestricted Global Note Certificate or a Restricted Global Note Certificate will be registered in the name of Cede & Co. (or such other entity as is specified in the applicable Pricing Supplement) as nominee for DTC and the relevant Global Note Certificate will be deposited on or about the issue date with the DTC Custodian.

Each Note to be cleared through Euroclear, Clearstream, Luxembourg or CMU Service and represented by a Global Note Certificate will be registered in the name of a common depositary (or its nominee) for Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system or in respect of CMU Notes, a sub-custodian for the CMU Service and the relevant Global Note Certificate will be deposited on or about the issue date with the common depositary or sub-custodian.

Global Note Certificates will be exchangeable for Individual Note Certificates only upon the occurrence of an Exchange Event as described in "*Form of the Notes*".

Application will be made to have Global Notes or Global Note Certificates of any Series accepted for clearance and settlement through the facilities of DTC, Euroclear, Clearstream, Luxembourg and/or the CMU Service, as appropriate.

Currencies Notes may be denominated in any currency or currencies, agreed between the relevant Issuer and the relevant Dealer(s) subject to compliance with all applicable legal and/or regulatory and/or central bank requirements. Payments in respect of Notes may, subject to such compliance, be made in and/or linked to, any currency or currencies other than the currency in which such Notes are denominated.

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| Status of the Senior Notes | The Senior Notes constitute direct, general, unsubordinated, unconditional, and unsecured obligations of the relevant Issuer and shall at all times rank <i>pari passu</i> and without any preference among themselves. The payment obligations of the relevant Issuer under the Notes shall, save for such obligation as may be preferred by provisions of law that are both, at all times rank at least <i>pari passu</i> with all of its other present and future unsecured and unsubordinated obligations as described in “ <i>Terms and Conditions of the Notes – Status of the Notes and Guarantee of Guaranteed Notes – Status of the Senior Notes</i> ”. |
| Status of the Guarantee of Senior Notes | In the case of Senior Guaranteed Notes, the relevant Guarantor will in the Deed of Guarantee unconditionally and irrevocably guarantee the due and punctual payment of all sums from time to time payable by the relevant Issuer in respect of the Notes. This Guarantee of the Notes constitutes direct, general, unconditional and unsubordinated obligations of the Bank which will at all times rank at least <i>pari passu</i> with all other present and future unsecured and unsubordinated obligations of the Bank as described in “ <i>Terms and Conditions of the Notes – Status of the Notes and Guarantee of Guaranteed Notes – Guarantee of the Senior Guaranteed Notes</i> ”. |
| Status, Events of Default and other terms of Subordinated Notes | Subordinated Notes will be Dated Subordinated Notes or Undated Subordinated Notes as indicated in the applicable Pricing Supplement. Provisions in relation to the status of the Subordinated Notes and events of default (if any) will be set out in the applicable Pricing Supplement. |
| Issue Price. | Notes may be issued at their nominal amount or at a discount or premium to their nominal amount. Partly Paid Notes (which are not Subordinated Notes) may be issued, the issue price of which will be payable in two or more instalments. |
| Maturities | Any maturity, subject, in relation to specific currencies, to compliance with all applicable legal and/or regulatory and/or central bank requirements. Where Notes have a maturity of less than one year and either (a) the issue proceeds are received by the relevant Issuer in the United Kingdom or (b) the activity of issuing the Notes is carried on from an establishment maintained by such Issuer in the United Kingdom, such Notes must: (i) have a minimum redemption value of £100,000 (or its equivalent in other currencies) and be issued only to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses; or (ii) be issued in other circumstances which do not constitute a contravention of section 19 of the Finance Services and Markets Act 2000 (“ FSMA ”) by the relevant Issuer. |

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| Redemption | Notes may be redeemable at par or at such other Redemption Amount (detailed in a formula or otherwise) as may be specified in the relevant Pricing Supplement. Notes may also be redeemable in two or more instalments on such dates and in such manner as may be specified in the relevant Pricing Supplement. No Subordinated Notes may be redeemed or purchased by the relevant Issuer or its Subsidiaries prior to their respective stated maturity, for tax reasons, regulatory reasons or otherwise, without the prior written consent of the relevant Regulatory Authority as specified in the applicable Pricing Supplement at the relevant time. |
| Redemption for tax reasons | Notes may be redeemed before their stated maturity at the option of the relevant Issuer (in whole but not in part) as described in Condition 11(b) (<i>Redemption for tax reasons</i>). See “ <i>Terms and Conditions of the Notes – Redemption and Purchase – Redemption for tax reasons</i> ”. |
| Redemption for Change of Control | In the case of Notes issued by a Subsidiary Issuer, subject (in the case of Subordinated Notes) to Condition 11(i) (<i>Additional Conditions for Redemption of Subordinated Notes</i>), if so specified in the relevant Pricing Supplement, at any time following the occurrence of a Change of Control, the holder of any Note will have the right, at such holder’s option, to require the relevant Issuer to redeem all, but not some only, of that holder’s Notes on the Change of Control Put Date at a price equal to the Early Redemption Amount (Change of Control), together with accrued interest up to, but excluding, the Change of Control Put Date. See “ <i>Terms and Conditions of the Notes – Redemption and Purchase – Redemption for Change of Control</i> ”. |
| Optional Redemption | Notes may be redeemed before their stated maturity at the option of the relevant Issuer (either in whole or in part) and/or the Noteholders to the extent (if at all) specified in the relevant Pricing Supplement as described in Condition 11(c) (<i>Redemption at the option of the Issuer</i>) and/or the Noteholders to the extent if at all specified in the Condition 11(f) (<i>Redemption of the Senior Notes or the Dated Subordinated Notes at the option of the Noteholders</i> ”). |
| Interest | Notes may be interest bearing or non-interest bearing. Interest (if any) may accrue at a fixed rate or a floating rate or other variable rate and the method of calculating interest may vary between the issue date and the maturity date of the relevant Series. All such information will be set out in the relevant Pricing Supplement. |
| Denominations | Notes will be issued in such denominations as may be specified in the relevant Pricing Supplement, subject to compliance with all applicable legal and/or regulatory and/or central bank requirements. |
| Cross Default | The Senior Notes will contain a cross default provision as further described in Condition 15 (<i>Events of Default</i>). |

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|--------------------------------------|---|
| Withholding Tax | <p>All payments in respect of Notes will be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of a Tax Jurisdiction or any political subdivision therein or any authority therein or thereof having power to tax, unless the withholding or deduction of such taxes, duties, assessments, or governmental charges is required by law. In that event, each Relevant Obligor will (subject to certain customary exceptions as described in Condition 14 (<i>Taxation</i>)) pay such additional amounts as will result in the Noteholders receiving such amounts as they would have received in respect of such Notes, had no such withholding been required.</p> |
| Listing and Trading | <p>Application has been made to the Hong Kong Stock Exchange for the listing of the Programme during the 12-month period from the date of this Offering Circular on the Hong Kong Stock Exchange under which Notes may be issued by way of debt issues to Professional Investors only.</p> <p>Notes listed on the Hong Kong Stock Exchange will be traded on the Hong Kong Stock Exchange in a board lot size of at least HK\$500,000 (or its equivalent in other currencies).</p> <p>However, unlisted Notes and Notes to be listed, traded or quoted on or by any other competent authority, stock exchange or quotation system may be issued pursuant to the Programme. The relevant Pricing Supplement in respect of the issue of any Notes will specify whether or not such Notes will be listed on the Hong Kong Stock Exchange or listed, traded or quoted on or by any other competent authority, exchange or quotation system.</p> |
| Governing Law | <p>The Notes, the Non-Guaranteed Notes Trust Deeds, the Guaranteed Notes Trust Deeds, the Deeds of Guarantee, each Alternative Trust Deeds and any non-contractual obligations arising out of or in connection therewith will be governed by, and shall be construed in accordance with, English law, except that the provisions of the Notes, the Non-Guaranteed Notes Trust Deeds, the Guaranteed Notes Trust Deeds, the Alternative Trust Deeds relating to subordination (if any) shall be governed by, and construed in accordance with such law as specified in the relevant Pricing Supplement.</p> |
| Rating | <p>Moody's, Fitch and S&P have assigned a rating of "A1", "A" and "A" to the Programme, respectively. Moody's, Fitch and S&P are expected to rate Senior Notes issued under the Programme "A1", "A" and "A", respectively. Any rating assigned to Subordinated Notes issued under the Programme by Moody's, Fitch and/or S&P would be issued on a case-by-case basis for each Tranche of Subordinated Notes at drawdown.</p> <p>Each Series of Notes may be assigned ratings by Moody's, Fitch and/or S&P, as specified in the applicable Pricing Supplement.</p> |

Selling Restrictions For a description of certain restrictions on offers, sales and deliveries of Notes and on the distribution of offering materials in the United States of America, the European Economic Area, the Netherlands, the United Kingdom, the PRC, Hong Kong, Japan and Singapore, see “*Subscription and Sale*” below.

For the purpose of Regulation S, Category 2 selling restrictions will apply unless otherwise indicated in the relevant Pricing Supplement.

In connection with the offering and sale of a particular Series of Notes, additional restrictions may be imposed which will be set out in the applicable Pricing Supplement. Bearer Notes will be issued in compliance with the D Rules unless (i) the applicable Pricing Supplement states that the Bearer Notes are issued in compliance with U.S. Treasury Regulation §1.163-5(c)(2)(i)(C) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the Code) (the “**C Rules**”) or (ii) the Bearer Notes are issued other than in compliance with the D Rules or the C Rules but in circumstance in which the Notes will not constitute “registration required obligations” for U.S. federal income tax purposes, which circumstance will be referred to in the applicable Pricing Supplement; Bearer Notes with a term of 365 days or less (taking into account unilateral extensions and rollovers) will be issued other than in compliance with the D Rules or the C Rules and will be referred to in the applicable Pricing Supplement as a transaction to which the United States Tax Equity and Fiscal Responsibility Act of 1982 (“**TEFRA**”) is not applicable.

Transfer Restrictions There are restrictions on the transfer of Notes sold pursuant to Category 2 or Category 3 of Regulation S prior to the expiration of the relevant distribution compliance period and on the transfer of Registered Notes sold pursuant to Rule 144A under the Securities Act. See “*Transfer Restrictions*”.

Initial Delivery of Notes On or before the issue date for each Series, the Global Note representing Bearer Notes or the Global Note Certificate representing Registered Notes may be deposited with a common depositary for Euroclear and Clearstream, Luxembourg, DTC or deposited with a sub custodian for the CMU Service or any other clearing system or may be delivered outside any clearing system *provided that* the method of such delivery has been agreed in advance by the Issuer, the Trustee, the Principal Paying Agent and the relevant Dealer. Registered Notes that are to be credited to one or more clearing systems on issue will be registered in the name of, or in the name of a nominee or a sub custodian for, such clearing systems.

SUMMARY FINANCIAL INFORMATION OF THE BANK

The summary financial information set forth below has been extracted from the Group's audited consolidated financial statements as at and for the years ended 31 December 2015 and 2016. It should also be read in conjunction with any other information incorporated into this Offering Circular (see "Information Incorporated by Reference").

Consolidated Income Statement

(Amount in millions of Renminbi, unless otherwise stated)

| | For the year ended 31 December | | |
|---|--------------------------------|----------------|----------------|
| | 2016 | 2015 | 2014 |
| Interest income | 566,139 | 615,056 | 602,680 |
| Interest expense | (260,091) | (286,406) | (281,578) |
| Net interest income | 306,048 | 328,650 | 321,102 |
| Fee and commission income | 98,319 | 100,905 | 98,538 |
| Fee and commission expense | (9,655) | (8,495) | (7,298) |
| Net fee and commission income | 88,664 | 92,410 | 91,240 |
| Net trading gains | 8,496 | 9,460 | 11,099 |
| Net gains on financial investments | 12,524 | 5,765 | 1,795 |
| Other operating income | 69,924 | 37,627 | 31,092 |
| Operating income | 485,656 | 473,912 | 456,328 |
| Operating expenses | (175,069) | (185,401) | (177,788) |
| Impairment losses on assets | (89,072) | (59,274) | (48,381) |
| Operating profit | 221,515 | 229,237 | 230,159 |
| Share of results of associates and joint ventures | 897 | 2,334 | 1,319 |
| Profit before income tax | 222,412 | 231,571 | 231,478 |
| Income tax expense | (38,361) | (52,154) | (54,280) |
| Profit for the year | 184,051 | 179,417 | 177,198 |
| Attributable to: | | | |
| Equity holders of the Bank | 164,578 | 170,845 | 169,595 |
| Non-controlling interests | 19,473 | 8,572 | 7,603 |
| | 184,051 | 179,417 | 177,198 |
| Earnings per share (Expressed in RMB per ordinary share) | | | |
| – Basic | 0.54 | 0.56 | 0.61 |
| – Diluted | 0.54 | 0.56 | 0.58 |

Consolidated Statement of Financial Position

(Amount in millions of Renminbi, unless otherwise stated)

| | As at 31 December | | |
|---|-------------------|-------------------|-------------------|
| | 2016 | 2015 | 2014 |
| ASSETS | | | |
| Cash and due from banks and other financial institutions | 659,982 | 654,378 | 813,054 |
| Balances with central banks | 2,271,640 | 2,196,063 | 2,306,088 |
| Placements with and loans to banks and other financial institutions | 594,048 | 426,848 | 402,280 |
| Government certificates of indebtedness for bank notes issued | 117,421 | 91,191 | 76,517 |
| Precious metals | 161,417 | 176,753 | 194,531 |
| Financial assets at fair value through profit or loss . . | 124,090 | 119,062 | 104,528 |
| Derivative financial assets | 130,549 | 82,236 | 47,967 |
| Loans and advances to customers, net | 9,735,646 | 8,935,195 | 8,294,744 |
| Financial investments | 3,848,794 | 3,476,033 | 2,605,847 |
| – available for sale | 1,609,830 | 1,078,533 | 750,685 |
| – held to maturity | 1,843,043 | 1,790,790 | 1,424,463 |
| – loans and receivables | 395,921 | 606,710 | 430,699 |
| Investment in associates and joint ventures | 14,059 | 10,843 | 14,379 |
| Property and equipment | 194,897 | 182,031 | 172,197 |
| Investment properties | 21,659 | 23,281 | 18,653 |
| Deferred income tax assets | 34,341 | 22,246 | 25,043 |
| Assets held for sale | 50,371 | 237,937 | – |
| Other assets | 189,975 | 181,500 | 175,554 |
| Total assets | 18,148,889 | 16,815,597 | 15,251,382 |
| LIABILITIES | | | |
| Due to banks and other financial institutions | 1,420,527 | 1,764,320 | 1,780,247 |
| Due to central banks | 867,094 | 415,709 | 348,271 |
| Bank notes in circulation | 117,656 | 91,331 | 76,607 |
| Placements from banks and other financial institutions | 302,792 | 447,944 | 225,330 |
| Derivative financial liabilities | 107,109 | 69,160 | 40,734 |
| Due to customers | 12,939,748 | 11,729,171 | 10,885,223 |
| – at amortised cost | 12,589,437 | 11,389,260 | 10,567,736 |
| – at fair value | 350,311 | 339,911 | 317,487 |
| Bonds issued | 362,318 | 282,929 | 278,045 |
| Other borrowings | 27,152 | 30,281 | 30,447 |
| Current tax liabilities | 28,055 | 37,982 | 41,636 |
| Retirement benefit obligations | 3,439 | 4,255 | 4,566 |
| Deferred income tax liabilities | 4,501 | 4,291 | 4,287 |
| Liabilities classified as held for sale | 42,488 | 196,850 | – |
| Other liabilities | 438,918 | 383,769 | 352,561 |
| Total liabilities | 16,661,797 | 15,457,992 | 14,067,954 |

EQUITY**As at 31 December**

| | 2016 | 2015 | 2014 |
|--|-------------------|-------------------|-------------------|
| Capital and reserves attributable to equity holders of the Bank | | | |
| Share capital | 294,388 | 294,388 | 288,731 |
| Other equity instruments | 99,714 | 99,714 | 71,745 |
| Capital reserve | 141,972 | 140,098 | 130,797 |
| Treasury shares | (53) | (86) | (25) |
| Other comprehensive income | (3,854) | (2,345) | (13,671) |
| Statutory reserves | 125,714 | 111,511 | 96,105 |
| General and regulatory reserves | 193,462 | 179,485 | 159,341 |
| Undistributed profits | 560,339 | 482,181 | 407,836 |
| | 1,411,682 | 1,304,946 | 1,140,859 |
| Non-controlling interests | 75,410 | 52,659 | 42,569 |
| Total equity | 1,487,092 | 1,357,605 | 1,183,428 |
| Total equity and liabilities | 18,148,889 | 16,815,597 | 15,251,382 |

RISK FACTORS

The Notes are offered to Professional Investors only and are not suitable for retail investors. Investors should not purchase the Notes in the primary or secondary markets unless they are Professional Investors. Investing in the Notes involve risks. Prospective investors should have regard to the factors described in this section before deciding whether to invest in the Notes.

Risks relating to the PRC Banking Industry

The PRC banking regulatory regime is continually evolving and the Group is subject to future regulatory changes

The Group operates in a highly regulated industry and is subject to laws and regulations governing all aspects of its operations. The principal banking-related statutes and regulations are the Commercial Banking Law and the Law of PRC on Supervision and Administration of Banking Sector and the related implementation rules. The principal regulators of the PRC banking industry are CBRC, PBOC and SAFE.

The PRC banking regulatory regime has been evolving continuously. Changes in the rules and regulations as well as their interpretations may result in additional costs or restrictions on the Group's operations and activities. For example, PBOC exercises significant influence over monetary policies.

In addition, the Group may be required to increase deposit reserves in response to future potential changes in PBOC rules and regulations. The Group may be required to take additional steps to adapt to future changes on a timely basis.

The Group's business and operations are directly affected by changes in the PRC's policies, laws and regulations relating to the banking industry, such as those affecting the extent to which it can engage in specific businesses, as well as changes in other governmental policies. There can be no assurance that the policies, laws and regulations governing the banking industry will not change in the future or that any changes will not materially and adversely affect the Group's business, financial condition and results of operations nor can there be any assurance that the Group will be able to adapt to any changes on a timely basis. For instance, changes in the financial regulatory policies may have a material impact on the operational and financial results of the Bank, while adjustment in the monetary policies and the regulatory methods will have a direct impact on the business activities of the Bank. The Group's business operations will be adversely affected if the Bank is unable to make proper adjustment to its business operations according to the trend of change in the financial regulatory policies and monetary policies. In addition, there may be uncertainties regarding the interpretation and application of new policies, laws and regulations, which may result in penalties and restrictions on the Group's activities and could also have a significant impact on its business.

The increasingly competitive nature of the PRC banking industry, as well as competition for funds which may arise from the development of the PRC capital markets, could adversely affect the Group's business, financial condition, results of operations and prospects

The PRC banking industry is becoming increasingly competitive. The Group faces competition from domestic and foreign-invested banks and financial institutions. In addition, the Mainland and Hong Kong Closer Economic Partnership Arrangement, which allows Hong Kong banks to operate in the PRC, may also increase competition in the PRC banking industry. These banks and financial institutions compete with the Group for substantially the same loan, deposit and fee customers. Moreover, the PRC Government has, in recent years, implemented a series of measures designed to further liberalise the banking industry, including those relating to interest rates and fee-and-commission based products and services, which are changing the basis on which the Group competes with other banks for customers. Competition in the PRC banking industry may be further aggravated by internet finance and the participation of private capital in the banking businesses. The increased competition may:

- reduce the Group's market share in its principal products and services;
- reduce the growth of the Group's loan portfolio or deposit base and other products and services;
- reduce the Group's interest income, increase the interest expenses and decrease its net interest margin;

- reduce the Group's fees and commission income;
- increase the Group's outgoings and expenses, such as marketing and administrative expenses;
- lead to a deterioration of the Group's asset quality; and
- increase the turnover of and competition for senior management and qualified professional personnel.

The Group faces increased competition in all the business areas in which it currently operates or will in the future operate. The Group may also face competition for funds from other forms of investment alternatives as the PRC capital market continues to develop. For example, the PRC capital market is becoming a more viable and attractive investment alternative and the Group's deposit customers may elect to transfer their funds into bonds, equities, investment funds and other capital market instruments, which may reduce its deposit base and adversely affect its business, financial condition and results of operations.

The rate of growth of the PRC banking market may not be sustainable

The Group expects the banking market in the PRC to expand as a result of growth in the PRC economy, increases in household wealth, continued social welfare improvement, demographic changes and the opening of the PRC banking market to foreign participants. The prospective impact on the PRC banking industry of certain trends and events, such as the slowing down of the growth of the economy and the increasing competition in the financial industry, remain uncertain. Consequently, there is no assurance that the historic high rate of growth of the PRC banking market can be sustained.

Basel III and related reforms could have an adverse effect on the Bank's business

In accordance with the third edition of the Basel Capital Accord promulgated in December 2010 by Basel Committee ("Basel III"), the minimum Tier 1 Capital Adequacy Ratio will be raised from 4% to 6%, while the minimum Common Equity Tier 1 Capital will be raised to 4.5% (with the CBRC expected to require PRC banks to maintain a 5% Common Equity Tier 1 Capital), with an additional 2.5% capital conservation buffer and certain buffer for systematically important banks.

The CBRC published the CBRC Capital Regulations in June 2012 requiring commercial banks to meet the regulatory capital adequacy requirements before the end of 2018. The regulatory capital adequacy ratios requirements under the CBRC Capital Regulations include minimum capital requirements, reserve capital requirements, counter-cyclical capital requirements, additional capital requirements for systemically important banks and Tier 2 capital requirements. The CBRC Capital Regulations have set higher requirements for both the quality and quantity of banks' capital and after the implementation of these Measures, there are a more stringent definition of capital, further improved regulatory standards for capital instruments, and gradually reduced traditional subordinated debt capital instruments. Any failure of the Bank to be adapted to the more stringent requirements for the capital adequacy ratios level under the New Basel Capital Accord and thus to meet the raised requirements for the relevant regulatory indicators may adversely affect the Bank's business.

The Group's results of operations may be materially and adversely affected if PBOC further deregulates interest rates

PBOC has adopted reform measures to liberalise the PRC's interest rate regime. For example, in October 2004, PBOC eliminated restrictions in respect of the maximum interest rate for Renminbi-denominated loans and the minimum interest rate for Renminbi-denominated deposits. Thereafter, PBOC continued to lower the minimum interest rate for loans on repeated occasions. In June 2012, PBOC adjusted the maximum interest rate for deposits to 110% of the relevant benchmark deposit rate and the minimum interest rate for loans to 80% of the relevant benchmark lending rate. In July of the same year, PBOC again adjusted the minimum interest rate for loans to 70% of the relevant benchmark lending rate. On 20 July 2013, PBOC entirely removed lending rate control by eliminating the minimum interest rate for loans (except for individual residential mortgage loans) and removing controls on bill discount rates. On 25 October 2013, PBOC introduced a new prime lending rate, officially known as the "loan prime rate", which is based on a weighted average of lending rates from nine commercial banks. In recent years, the PBOC has adjusted the benchmark interest rates several times. On 22 November 2014, PBOC lowered the

one-year Renminbi benchmark loan interest rate by 0.4 percentage point to 5.6% and raised the one-year Renminbi benchmark deposit interest rate by 0.25 percentage points to 2.75%. On 1 March 2015, PBOC further lowered the one-year Renminbi benchmark loan interest rate by 0.25 percentage points to 5.35% and lowered the one-year Renminbi benchmark deposit interest rate by 0.25 percentage points to 2.5%. On 11 May 2015, PBOC further lowered both the one-year Renminbi benchmark loan interest rate and one-year Renminbi benchmark deposit interest rate by 0.25 percentage points to 5.1% and 2.25% respectively. On 24 October 2015, PBOC further lowered both the one-year Renminbi benchmark loan interest rate and one-year Renminbi benchmark deposit interest rate by 0.25 percentage points to 4.35% and 1.5% respectively. Moreover, the upper limit of the interest rate floating range of the Renminbi-denominated deposits in commercial banks was removed by PBOC on 24 October 2015. Going forward, PBOC may further liberalise the existing interest rate restrictions on Renminbi-denominated loans and deposits. If the existing regulations are substantially liberalised or eliminated, competition in the PRC's banking industry will likely intensify as the PRC's commercial banks seek to offer more attractive interest rates to customers. Further liberalisation by PBOC may result in the narrowing of the spread in the average interest rates between Renminbi-denominated loans and Renminbi-denominated deposits, thereby materially and adversely affecting the Group's business, financial condition and results of operations which in turn may negatively affect the Group's ability to service the Notes and to satisfy its other obligations under the Notes.

The PRC regulations impose limitations on the types of investments the Group may make and, as a result, the Group has limited ability to seek optimal investment returns to diversify its investment portfolio and to hedge the risks of its Renminbi-denominated assets

The PRC Government has imposed limitations on what a commercial bank may invest in. These permitted investments by issuers mainly include debt securities of:

- the government;
- public sector and quasi-government;
- policy banks;
- financial institutions; and
- corporates.

These investment restrictions limit the Group's ability to seek optimal returns on its investments. The restrictions may also expose the Group to significantly greater risk of investment loss in the event that a particular type of investment it holds suffers a decrease in value. In addition, due to the limited hedging tools available to it, the Group's ability to manage market and credit risks relating to its Renminbi-denominated assets is limited and any resulting decline in the value of its Renminbi-denominated assets may materially and adversely affect its business, financial condition and results of operations.

The effectiveness of the Group's credit risk management is affected by the quality and scope of information available in the PRC

National credit information databases developed by PBOC have been in operation since January 2006. However, as the information infrastructure in the PRC is still under development and there remains limitations on the availability of information, national credit information databases are generally under-developed and are not able to provide complete credit information on many of the Group's credit applicants. Until the PRC has further developed and fully implemented its nationwide unified credit information database on corporate borrowers, the Group has to rely on other publicly available resources and its internal resources to supplement what is currently available on the nationwide unified credit information database for enterprises. These sources of data and information are not sufficiently complete or effective for the robust credit risk management system that the Group attempts to build. Therefore, there can be no assurance that the Group's assessment of the credit risks associated with any particular customer is based on complete, accurate and reliable information, which materially and adversely affects the Group's ability to effectively manage its credit risk.

The Group is subject to certain operational requirements as well as guidelines set by the PRC banking regulatory authorities, such as maintaining a capital adequacy ratio

The Group is subject to certain operational requirements and guidelines set by the PRC banking regulatory authorities. CBRC requires all commercial banks in the PRC to maintain certain financial ratios throughout its operations.

In recent years, CBRC has issued several regulations and guidelines governing capital adequacy requirements applicable to commercial banks in the PRC. In April 2011, CBRC promulgated the Guideline Concerning the Implementation of New Regulatory Standards for the PRC Banking Industry to clarify the direction for future regulations and the requirement for prudent regulatory requirements. In June 2012, CBRC promulgated the CBRC Capital Regulations which sets out the new requirements for capital adequacy which became effective on 1 January 2013, the minimum capital adequacy ratio, tier 1 capital adequacy ratio and common equity tier 1 capital adequacy ratio for commercial banks to meet by the end of 2018 are 8%, 6% and 5%, respectively. On 30 November 2012, CBRC issued the Notice of the China Banking Regulatory Commission on Issues concerning Transitional Arrangements for the Implementation of the Administrative Measures for the Capital of Commercial Banks (for Trial Implementation), which sets out the requirements for capital adequacy ratio during the phase-in period. As a domestic systematically important bank and a global systematically important bank, the Group is subject to additional capital requirements of the CBRC and the Basel Committee. As at 31 December 2016, the Group's capital adequacy ratio, tier 1 capital adequacy ratio and common equity tier 1 capital adequacy ratio (calculated in accordance with the advanced approach under CBRC Capital Regulations) were 14.28%, 12.28% and 11.37%, respectively.

Although the Group is currently in compliance with the capital adequacy requirement, there can be no assurance that CBRC will not issue new regulations to heighten the capital adequacy ratios requirements, particularly in the light of the implementation of the new Basel III. Any change in calculation of capital adequacy ratios by CBRC may also affect the Group's compliance with capital adequacy ratios. There can be no assurance that the Group will be able to meet these requirements in the future at all times. If the Bank fails to meet the capital adequacy requirements, CBRC may require the Bank to take corrective measures, such as restricting the growth of its loans and other assets or restricting its declaration or distribution of dividends. These measures could materially and adversely affect the Bank's business, financial condition and results of operations.

In order to support its steady growth and development, the Group may need to raise more capital to ensure that its capital adequacy ratios comply with the regulatory requirements. In its capital raising plan in the future, the Group may issue any equity securities that can replenish the Tier 1 capital or any debt securities that can replenish the Tier 2 capital. The Group's capital-raising ability may be restricted by the Group's future business, financial condition and results of operations, the Group's credit rating, regulatory approvals and overall market conditions, including Chinese and global economic, political and other conditions at the time of capital raising.

The PRC regulators have implemented measures relating to lending to small and medium-sized enterprises and the Group may be affected by future regulatory changes

CBRC has promulgated a series of measures to encourage banking institutions to implement the PRC Government's macroeconomic policies, and, in particular, to proactively support continued healthy economic growth by increasing lending activities to small and medium-sized enterprises while effectively controlling risk. However, small and medium-sized enterprises are more vulnerable to fluctuation in the macro-economy as compared to large enterprises due to relatively limited capital, management or other resources required to cope with the adverse impact of major economic or regulatory changes. In addition, small and medium-sized enterprises may not be able to provide reliable information necessary for the Bank to assess the credit risks involved. In the absence of accurate assessment of the relevant credit risks, the non-performing loans of the Bank may be significantly increased if its small and medium-sized enterprise clients are affected by economic or regulatory changes, which could materially and adversely affect the Group's business, results of operations and financial condition.

In addition, there can be no assurance that the policies, laws and regulations governing the PRC banking industry, in particular, those relating to lending to small and medium-sized enterprises (e.g. incentive policies to encourage lending to small and medium-sized enterprises), will not change in the future or that any such changes will not materially and adversely affect the Group's business, financial condition and results of operations.

Risks Relating to the Group's Business

If the Group is unable to effectively control and reduce the level of impaired loans and advances in its current loan portfolio and in new loans the Group extends in the future, or if the Group's allowance for impairment losses on loans and advances is insufficient to cover actual loan losses, its financial condition and results of operations may be materially and adversely affected

The Group's results of operations have been and will continue to be negatively impacted by its impaired loans. According to International Financial Reporting Standards ("IFRS"), being the set of accounting principles that are applicable to the Group, loans are impaired if there is objective evidence that the Group will not be able to collect all amounts due according to the original contractual terms of loans. As at 31 December 2016, the Group's non-performing loans under its five-category loan classification were RMB146.003 billion, representing a non-performing loan ratio of 1.46%. The Group seeks to continue to improve its credit risk management policies, procedures and systems, and has been able to effectively control the level of its impaired loans, despite the financial turmoil in global markets.

The amount of the Group's reported impaired loans and the ratio of the Group's impaired loans to its loans and advances to customers may increase in the future for a variety of reasons, including factors which are beyond the Group's control, such as a slowdown in economic growth and other adverse macroeconomic trends in the PRC or a deterioration in the financial condition or results of operations of the Group's borrowers, which could impair the ability of the Group's borrowers to service their debt. There can be no assurance that the Group will be able to maintain or lower its current impaired loan ratio in the future or that the quality of its existing or future loans and advances to borrowers will not deteriorate. As a result of the PRC Government's economic stimulus programmes, many PRC banks, including the Group, experienced high growth in their loan scale in the past. This increase in bank loans may lead to elevated impaired loan ratios and loan loss provisions as well as increasing strain on the Group's risk management resources, which may affect the quality of its loan portfolio.

As at 31 December 2016, the balance of the Group's allowance for impairment losses on loans and advances was RMB237.716 billion and the NPL provision coverage ratio was 162.82%. The Group's allowance for impairment losses on loans and advances is affected by various factors, including the quality of the Group's loan portfolio, the Group's borrowers' financial condition, repayment ability and repayment intention, the realisable value of any collateral, the extent of any guarantees, the industry in which the borrower operates, as well as general economic and business conditions. Many of these factors are beyond the Group's control. Furthermore, the adequacy of the Group's allowance for impairment losses depends to a significant extent on the reliability of, and its skills in utilising, its model for determining the level of allowance, as well as its system of data collection. The limitations of the Group's model, its lack of experience in using the model and deficiencies in its data collection system may result in inaccurate and insufficient allowance for impairment losses. As a result, the Group's actual impairment losses could prove to be different from its estimates and could exceed its allowance. If the Group's allowance for impairment losses on loans and advances proves insufficient to cover actual losses, it may need to make additional allowance for losses, which could significantly reduce its profit and adversely affect its business, financial condition and results of operations.

If the Group is unable to realise the collateral or guarantees securing its loans to cover the outstanding principal and interest balance of its loans, its financial condition and results of operations may be adversely affected

A substantial portion of the Group's loans is secured by collateral. The Group's loan collateral primarily includes real estate and other financial and non-financial assets located in the PRC, the value of which may fluctuate due to factors beyond the Group's control, including macroeconomic factors affecting the PRC economy. In particular, an economic slowdown in the PRC may lead to a downturn in the PRC real estate market, which may in turn result in declines in the value of the collateral securing many of the Group's loans to levels below the outstanding principal balance of such loans. Any decline in the value of the collateral securing the Group's loans may result in a reduction in the amount the Group can recover from collateral realisation and an increase in its impairment losses.

In addition, a considerable portion of the Group's domestic loans are guaranteed. The Group's exposure to guarantors is generally unsecured, and a significant deterioration in the financial condition of these guarantors increases the risk that the Group may not be able to recover the full or any amount of such guarantees if needed and when required.

Furthermore, the guarantee provided by such guarantors may be determined by the court as invalid if the relevant guarantor fails to comply with applicable PRC laws and regulations.

The Group has granted loans to certain overcapacity sectors, the real estate sector and local government financing vehicles (“LGFVs”) and any extended downturn in or change in national policies towards the overcapacity sectors, the real estate sector and LGFVs may adversely affect the Group’s financial condition, results of operations and prospects

Loans to Overcapacity Sectors, High Energy Sectors and High Pollutant Emission Sectors

The Group has granted loans to industries and sectors featured by high energy consumption and high pollutant emission and implemented differentiated credit policies in relation to overcapacity sectors.

In the past few years, the Bank has adopted a relatively stringent criteria for extending loans to the overcapacity sector with priority given to the enterprises under key projects of the State or leading enterprises within the industry; meanwhile, the Bank has stepped up efforts in loan restructuring and withdrawn from enterprises that are not compliant with the State’s industrial policies. The overall asset quality of loans to overcapacity sectors is maintained at a satisfactory level with the loans primarily going to the leading enterprises within the industry and are therefore better protected against risks. However, if the problem of overcapacity in China continues to aggravate and the relevant enterprises receiving credit facilities from the Bank are unable to implement technology upgrade in a timely manner to stay competitive, the quality of loans to the above sectors may be adversely affected.

Real Estate Sector

The Group’s loans and advances to the real estate sector primarily comprise loans issued to real estate companies and individual housing loans.

With respect to its real estate loans, the Group follows strictly its credit risk management procedures, including on-going credit monitoring of borrowers’ financial information, and strictly enforcing repayment schedules. In addition, the Group has established a regional risk alert system and loan policy adjustment mechanism applicable to the real estate sector.

The Group has instructed its branches to strengthen research of regional and local real estate market conditions, adjust credit guidelines applicable to real estate loans and implement different credit limits to reflect different levels of risk for these loans. The PRC real estate market is subject to volatility and property prices have experienced significant fluctuations in recent years. The PRC Government has plans to and has already implemented certain macroeconomic control and other adjustment measures aiming at managing these fluctuations and preventing the real estate market from over-heating. These policies may have an adverse effect on the growth of the Group’s loans to the real estate industry, the quality of loans extended to the real estate industry and the quality of the Group’s mortgage loan portfolio. In addition, if the real estate market in the PRC experiences a significant downturn, the value of the real estate securing the Group’s loans may decrease, resulting in a reduction in the amount the Group can recover on its loans in the event of default. This may in turn materially and adversely affect the Group’s asset quality, business, financial condition and results of operations.

LGFVs

LGFVs are legal entities formed by local governments which are primarily responsible for utilisation of financial capitals and external financing in relation to urban infrastructure. Loans to LGFVs are a part of the loan portfolio of commercial banks in PRC, including the Group’s. The Group’s loans to LGFVs are primarily utilised by infrastructure projects including transportation and urban projects and land reserve centres. A majority of these projects comprise of loans to provincial- and municipal-level platforms with terms of less than 10 years and are mainly fully or partially covered by operating cash flows of the projects.

The Group attaches great importance to the credit management of LGFVs and has undertaken a series of measures, such as access lists, industry quotas, debt limitation models and regular review, to reduce credit risks associated with loans to LGFVs. The Group intends to further strengthen the risk management of LGFVs. Although the Group has taken a variety of credit risk management measures, it may not discover

all potential risks associated with irregular operations, large debts and unsustainable revenues of LGFVs or the potential reform or elimination of non-compliant entities by local governments. In addition, as local government revenues are primarily derived from taxes and land premiums, the economic cycles and fluctuations in the real estate market may also adversely affect the quality of such loans. There can be no assurance that the LGFVs will be able to fulfil their obligations under the terms of the loans on time or at all. Any failure by these LGFVs to fulfil their loan obligations may have a material and adverse effect on the Group's business, financial condition and results of operations.

The formal implementation of the deposit insurance scheme may adversely affect the Group's deposit-taking business and financial position

The "Deposit Insurance Regulations" formulated by the State Council came into effect on 1 May 2015, which will result in the formal establishment of a deposit insurance scheme in the PRC. The Deposit Insurance Regulations requires that the commercial banks and other deposit-taking banking financial institutions established in the PRC shall take out deposit insurance and pay deposit insurance premiums to relevant deposit insurance fund management institutions, with such premiums to be used as deposit insurance funds to compensate depositors in the event of the liquidation or similar event of any PRC bank. Under the deposit insurance scheme, upon the liquidation or similar event of any PRC bank, the maximum compensation that a depositor may receive on the total principal and accrued interest deposited with such PRC bank will be capped at RMB500,000.

The deposit insurance premiums to be paid by the Bank in accordance with the Deposit Insurance Regulations and other relevant laws and regulations will increase the Group's operating costs and capital requirements. Furthermore, the deposit insurance scheme may increase competition among PRC banks for deposits as some depositors may consider spreading out their deposits with different PRC banks. This may result deposits currently held with the Group being transferred by depositors to other PRC banks as well as the Group having to offer higher interest rates to retain existing, and attract new, depositors, which may have an adverse effect on the Group's business, financial position and operating results.

Any deficiencies in the Group's risk management and internal control system may adversely affect the Group's financial condition and results of operations

With the expansion of its business, products and services, the Group may face significant challenges in risk management and may need to further improve its risk management system. For example, in addition to commercial banking services, the Group provides investment banking, insurance, direct investment, fund management and aircraft leasing services. The risks related to these services are different from those related to commercial banking services. The Group has adopted measures, policies and procedures to improve its risk management and internal control system and strengthen consolidated balance sheet risk management. However, such measures, policies and procedures may not be effective in managing the relevant risks. As a result, the Group's risk management and internal control system still need to be improved. Any deficiencies in the Group's risk management system may affect the Group's ability to respond to these risks. If the risk management system of the Group is unable to effectively manage relevant risks, its financial condition and results of operations may be adversely affected.

The Group assesses specific risks of single corporate clients as well as its overall credit risk through an internal credit assessment system. Its system involves detailed analysis of its borrowers' credit risk, taking into account both quantitative and qualitative factors. Therefore, the Group may be exposed to risks associated with inaccurate assessments. The effectiveness of the Group's credit rating system is also limited by the information available to it and the credit history of its borrowers. The Group has improved its credit policies and guidelines to better process potential risks relating to certain industries, including the real estate industry, and certain borrowers, including affiliated companies and group enterprises. However, the Group may fail to identify these risks on a timely basis given the limited resources and tools available to it. If the Group fails to effectively enforce, constantly follow or continue to improve its credit risk management policies and guidelines, its business operations, financial results and reputation may be materially and adversely affected.

The Group continues to improve its internal control system. The Group's Risk Management and Internal Control Committee under its senior management as well as the risk management and internal control committees of the Group's branches are responsible for ensuring the effective performance of the Group's internal control system. The Group expends significant effort on the development of its internal control

system, improvement of its management mechanisms including internal control examination, modification and monitoring of workflow and internal control and compliance assessment, enhancement of the standardisation of management procedures, and strengthening of monitoring of key internal control measures and key positions. In addition, by further increasing the independence, professional competence and effectiveness of its internal audit function, the Group continuously improves its internal audit in overall business and risk management and strengthens the communication between its internal audit committee and external auditor as well as between the management and the internal audit department. However, if the Group's internal control system is not effectively implemented or consistently applied, the Group's business operations, financial results and reputation may be adversely affected.

The Group may encounter difficulties in effectively implementing centralised management and supervision of its branches and subsidiaries, as well as consistently applying of its policies throughout the Bank, and may not be able to timely detect or prevent fraud or other misconduct by its employees or third parties

The Group's branches and subsidiaries historically have significant autonomy in their respective operations and managements. In the past, the Group was not always able to timely detect or effectively prevent failures in management at the branch or subsidiary level. In addition, due to limitations in information systems and differences between domestic and overseas regulatory policies, the Group's efforts in detecting or preventing such failures may not be implemented consistently and may not be sufficient to prevent all irregular transactions or incidents.

The Group may be subject to fraud and other misconduct committed by its employees, customers or other third parties, which could adversely affect its business operations and reputation. Common weaknesses that facilitate fraud include inadequate segregation of duties, insufficient internal controls and noncompliance with the Group's internal control policies by the employees. While the Group has implemented measures aimed at detecting and minimising employees' and third parties' misconduct and fraud, it may not always be able to timely detect or prevent such misconduct, and it may need to continue to improve its current, and implement new, policies and measures. If the Group is unable to effectively manage and supervise its branches and subsidiaries, it may not be able to detect or prevent fraud or other misconduct of its employees or third parties in a timely manner, which may result in damage to its reputation and an adverse effect on its business, financial condition, results of operations and prospects.

The Group is subject to fluctuations in interest rates and exchange rates and other market risks

The Group's results of operations significantly depend on its net interest income. Fluctuations in interest rates could adversely affect the Group's financial condition and results of operations in different ways. For example, a fall in interest rates may result in a decrease in the interest income of the Bank and an increase in interest rates will normally result in a decline in the value of its fixed rate debt securities. Moreover, the gradual liberalisation of the regulation of interest rates may result in greater interest rate volatility as well as intensified competition in deposit and lending businesses. Such competition could result in an increase in cost of funds and a decrease in pricing on loans, which in turn could lead to a decrease in the Group's net interest income. In addition, despite the withdrawal of interest rate regulations on loans which allows the Group to charge different interest rates to borrowers with different credit ratings, the Group may not be able to benefit from such measures due to increased competition. A significant portion of the Group's outstanding interest-earning assets and, interest-bearing liabilities are denominated in foreign currencies. As a result, the Group's financial condition and results of operations are also affected by fluctuations in the interest rates associated with these foreign currencies.

The Group conducts a substantial portion of its business in Renminbi, with certain transactions denominated in U.S. dollars, HK dollars and, to a much lesser extent, other currencies. The Group's primary subsidiary, Bank of China (Hong Kong) Limited ("BOCHK"), conducts a substantial portion of its business in HK dollars and Renminbi. The Group endeavours to manage fund source and application to minimise potential mismatches in accordance with management directives. However, the Group's ability to manage its foreign currency positions in relation to the Renminbi is limited as the Renminbi is not a freely convertible currency.

The value of Renminbi against U.S. dollar, Euro and other currencies fluctuates and is affected by many factors, such as changes in political and economic conditions in the PRC and globally. On 21 July 2005, the PRC Government introduced a managed floating exchange rate system to allow the value of Renminbi to fluctuate within a regulated band based on market supply and demand and by reference to a basket of

currencies. In July 2008, the PRC Government announced that its exchange rate regime would change into a managed floating mechanism based on market supply and demand. Given domestic and overseas economic developments, PBOC adjusted the Renminbi exchange rate regime in April 2012 to enhance the flexibility of the Renminbi exchange rate. The PRC Government may make further adjustments to the exchange rate system in the future. Any appreciation of Renminbi against U.S. dollar, Euro or any other foreign currency may result in a decrease in the value of the Group's foreign currency-denominated assets. Conversely, the Group is required to obtain approval from the SAFE before converting foreign currencies into Renminbi for non-current account transactions, such as repayment of the principal of loans and equity investments. All these factors may adversely affect the Group's business, financial condition and results of operations, as well as its compliance with the capital adequacy ratios and operating ratios requirements.

To the extent the Group's foreign currency-denominated assets and liabilities cannot be matched in the same currency or appropriately hedged, fluctuations in foreign currency exchange rates against Renminbi may adversely affect the Group's financial condition and results of operations.

There are operational risks associated with the Group's industry which, if realised, may have an adverse impact on its business operation

Like all other financial institutions, the Group is exposed to many types of operational risks, including the risk of fraud, unauthorised transactions or other misconduct by employees (including the violation of regulations for the prevention of corrupt practices, as well as other regulations governing the Group's business activities), or operational errors, including clerical or record keeping errors or errors resulting from computer or telecommunications systems failure. The Group is also exposed to the risk that external vendors may fail to fulfil their contractual obligations to it (or will be subject to the same risk of fraud or operational errors by their employees). Moreover, the Group is exposed to the risk that its (or its vendors') business continuity and data security systems prove not to be sufficient in case of a system failure or natural disaster.

Given the Group's high volume of transactions, certain errors may be repeated or compounded before they are discovered and successfully rectified. In addition, the Group's dependence upon automated systems to record and process transactions may further increase the risk of technical system flaws or employee tampering or manipulation of those systems. The Group may also be subject to disruptions of its operating systems, arising from events that are wholly or partially beyond its control (including, for example, natural disasters, external network attacks or electrical or telecommunication outages), which may give rise to a deterioration in customer service and to loss or liability to it. Although, like all banks, the Group maintains monitoring and controlling system designed to reduce operational risks, the Group has suffered losses from operational risks and there can be no assurance that the Group will not suffer losses from operational risks in the future. The Group's reputation could be adversely affected by the occurrence of any such events involving its employees, customers or third parties. In addition to internal factors that may affect the Group's operations, the rapid growth and expansion of its business in recent years may have also resulted in increasing complexity in its internal and external control systems and risk management measures, which may add to its operational risks.

The Group's expanding range of products and services exposes it to new risks

The Group has been expanding and intends to continue to expand the range of its products and services. Expansion of its business activities and product range exposes the Group to a number of risks and challenges, including the following:

- if the Group fails to promptly identify and expand into new areas of business to meet the increasing demand for certain products and services, the Group may fail to maintain its market share or lose some of its existing customers;
- the Group may not have sufficient experience or expertise in certain new products and services and may not compete effectively in these areas;
- the new products and services may not be accepted by the Group's customers or meet its expectations for profitability;
- the new products and services may give rise to potential disputes or claims from customers;

- the Group may not be able to hire new personnel or retrain current personnel to enable it to conduct new business activities;
- the Group may fail to obtain regulatory approval for its new products or services; and
- the Group may not be successful in enhancing its risk management capabilities and information technology systems to support a broader range of products and services. If the Group is unable to achieve the intended results from the expansion of its range of products and services, its business, financial condition and results of operations may be materially and adversely affected.

The continuous rapid growth of the business of the Bank raises higher requirements on management and operation levels and brings various risks and challenges to the Bank. Regardless of the Bank's active efforts in improving corporate structure and governance, it takes time for the Bank to implement the relevant measures and the relevant measures may be unable to enhance such aspects of the Bank as corporate structure and governance as anticipated.

The Bank may require additional capital in order to sustain its business growth. The ability of the Bank to increase capital is subject to various factors, including the Bank's future financial conditions, the approval from governmental and regulatory authorities and the overall conditions of the market.

If the Bank fails to keep growing at the current speed or any new business activity may not achieve expected results or the Bank fails to increase capital and successfully address risks and challenges brought by rapid growth, the Group's business, financial condition, results of operations and prospects may be adversely affected.

The Group is subject to credit and liquidity risks with respect to certain off-balance sheet commitments

In the normal course of its business, the Group makes commitments and guarantees which are not reflected as liabilities on its statement of financial position, including commitments, guarantees and letters of credit relating to the performance of its customers. The Group is subject to the credit risk of its customers as a result of these off-balance sheet undertakings. Over time, the creditworthiness of the Group's customers may deteriorate and the Group may be called upon to fulfil its commitments and guarantees in case any of its customers fail to perform their obligations owed to third parties. If the Group is unable to obtain payment or indemnification from its customers in respect of these commitments and guarantees, its business, financial condition and results of operations may be adversely affected.

The Group is subject to the supervision and inspection of regulators in jurisdictions where it operates

The Group is subject to supervision and regular and irregular inspection by the PRC's regulatory institutions and other administrative institutions, including the Ministry of Finance, PBOC, CBRC, CSRC, the CIRC, the State Administration of Taxation, the State Administration of Industry & Commerce, SAFE, the NDRC and the National Audit Office and their local counterparts where the Group operates. The Group's branches and regulated subsidiaries must follow local laws, regulations and regulatory requirements of relevant local regulatory institutions. There can be no assurance that the Group's branches and sub-branches will be able to meet the applicable laws and regulatory requirements at all times. Any failure of the Group to meet these requirements may result in fines, penalties or sanctions which may adversely affect the Group's operations, reputation, business, financial position and results of operations.

The Group may be subject to sanctions if it conducts transactions in violation of the relevant sanctions regulations, which could adversely affect your investment in the Notes

The U.S. currently imposes various economic sanctions, which are administered by the U.S. Treasury Department's Office of Foreign Assets Control and the U.S. State Department. For instance, U.S. persons can be prohibited from engaging in any transactions with a designated target of certain sanctions, including the purchase and sale of, and receipt of payments under, securities issued by such designated target. Similar sanctions are administered by the United Kingdom, the European Union, United Nations Security Council and other applicable jurisdictions. These sanctions are intended to address a variety of policy concerns, among other things denying certain countries, and certain individuals and entities, the ability to support international terrorism and to pursue weapons of mass destruction and missile programmes. Countries which are currently subject to sanctions for different reasons include but not limited to Cuba, Iran, Libya, Myanmar, North Korea, Syria and Sudan.

The Group has conducted business in countries that are the subject of U.S. economic sanctions and with entities that are the subject of sanctions in exceptional circumstances, although any such business has constituted a negligible proportion of the Group's revenue in recent periods. The Group does not believe that its activities violate any applicable sanction regulations. However, if it was otherwise determined that any of the Group's transactions violated applicable sanctions regulations, the Group could be subject to penalties and its reputation and ability to conduct future business in the U.S. or other relevant jurisdictions or with U.S. persons or other relevant persons could be adversely affected, which could adversely affect your investment in the Notes.

The Group is subject to risks associated with its derivative transactions and investment securities

The Group enters into derivative transactions primarily for trading, asset and liability management and on behalf of its customers. There are credit, market and operational risks associated with these transactions. In addition, there is not a complete set of market practice and documentation records in the PRC's derivative market and the PRC courts have limited experience in dealing with issues related to derivative transactions. This may further increase the risks associated with these transactions. In addition, the Group's ability to monitor, analyse and report these derivative transactions is subject to the development of the Group's information technology system. As a result, the Group's financial condition and results of operations may be adversely affected by these derivative transactions.

The investments of the Group in securities including bonds, shares or other financial instruments, both domestically issued in the PRC and offshore. Such investments are subject to credit, market liquidity and other types of risks associated with such investments.

The Group will continue to closely follow up with the developments in the international financial markets and assess impairment allowances on related assets in a prudent manner in accordance with IFRS. Any non-performance or default by the counterparty or volatility of the markets or liquidity of the markets in which may have an adverse effect on the Group's financial condition and results of operations.

The Group's liquidity may be adversely affected if it fails to maintain its deposit growth or if there is a significant decrease in its deposits

Most of the funding requirements of the Group's commercial banking operations are met through short-term funding, principally in the form of deposits, including customer and inter-bank deposits. Although the Group has established a liquid assets investment portfolio to supplement its on-going liquidity needs, it continues to rely primarily on customer deposits to meet its funding needs. While the Group's short-term customer deposits have been a stable and predictable source of funding, there can be no assurance that the Group will always be able to rely on this source of funding. If the Group fails to maintain its deposit growth or if there is a significant decrease in its deposits, the Group's liquidity position, business, financial condition and results of operations may be adversely affected. Should any of these events occur, the Group may need to seek more expensive sources of funding to meet its funding requirements.

In addition, there are mismatches between the maturity of the Group's assets and the maturity of its liabilities. If the mismatches between the maturity of its assets and the maturity of its liabilities widen significantly, the Group's liquidity position could be adversely affected and funding from higher-cost source has to be obtained. Furthermore, the Group's ability to obtain additional funds may also be affected by other factors, including factors beyond the Group's control, such as the deterioration of overall market conditions, disturbances to the financial markets or a downturn in the industries where it has substantial credit exposure. All of these factors may result in significant adverse effects on the Group's liquidity, business, financial position and results of operations. See also "*Risk Factor—Risks Relating to the PRC Banking Industry*" for additional information relating to the PRC banking regulatory regime.

The Group's provisioning policies and loan classification may be different in certain respects from those applicable to banks in certain other countries or regions

The Group determines a level of allowance for impairment losses and recognises any related provisions made in a year using the concept of impairment under International Accounting Standards and their interpretations ("**IAS 39**"). The Group's provisioning policies may be different in certain respects from those of banks incorporated in certain other countries or regions which do not assess loans under IAS 39. As a result, the Group's allowance for impairment losses, as determined under those provisioning policies, may differ from those that would be reported if it was incorporated in those countries or regions.

The Group classifies its loans as “pass”, “special-mention”, “substandard”, “doubtful” and “loss” by using the five-category classification system according to requirements of CBRC. Its five-category classification system may be different in certain respects from those banks incorporated in certain other countries or regions. As a result, it may reflect a different degree of risk than what would be reported if the Group was incorporated in those countries or regions.

The Group may not be able to detect money laundering and other illegal or improper activities, which could expose it to additional liability and harm its business

The Group is required to comply with applicable anti-money laundering laws, anti-terrorism laws and other regulations in the PRC and other jurisdictions in which it has operations. These laws and regulations require the Group, among other things, to formulate “know your customer” policies and procedures and to report suspicious and large transactions to the applicable regulatory authorities in different jurisdictions.

While the Group has adopted policies and procedures aimed at detecting and preventing the use of its banking network for money laundering activities or by terrorists and terrorist-related organisations and individuals generally, such policies and procedures may not completely eliminate instances where the Group may be used by other parties to engage in money laundering or other illegal or improper activities. To the extent the Group may fail to fully comply with applicable laws and regulations, the relevant government agencies to whom the Group reports have the power and authority to impose fines and other penalties on the Group, which may materially and adversely affect the Group’s reputation, business, financial condition and results of operation.

The Group’s business is highly dependent on the proper functioning and improvement of its information technology systems. Malfunction of or failure to improve or upgrade the information technology systems timely could have an adverse effect on the Bank’s business

The Group is highly dependent on the ability of its information technology systems to accurately process a large number of transactions across numerous and diverse markets and products in a timely manner. The proper functioning of the Group’s financial control, risk management, accounting, customer service and other data processing systems, together with the communication networks among the Group’s various branches and sub-branches and its main data processing centres, are critical to the Group’s business operations and its ability to compete effectively. The Group has developed an information system operation and management procedure based on the best practice and passed the certification of ISO 20000 standard of IT operation and maintenance. The Group has established information security management system covering areas such as physical environment security, operational security, access control and information security event management. Such security management system complies with international standards and is certified with ISO 27001 international standards. The Group has developed a comprehensive IT emergency response mechanism and work process to cope with IT emergencies and formulated contingency plans covering all application systems, infrastructure and key equipment, which ensures prompt and effective response to IT emergencies. The Group has maintained backup data and developed a disaster recovery process under the “two locations and three centres” framework to ensure the continued function of the information system in disastrous events and the ability to cope with regional disastrous events effectively. However, the Group’s operations may be materially disrupted if there is fatal malfunction or regional major disaster. In addition, any security event caused by loss or corruption of data and malfunction of software, hardware or other computer equipment could have a material and adverse effect on the Group’s reputation, business, financial condition and results of operations.

The Group’s ability to remain competitive will depend largely on its ability to upgrade its information technology systems on a timely and cost-effective basis. In addition, the information available to and received by the Group through its existing information technology systems may not be timely or sufficient enough for it to manage risks and plan for, and respond to, market changes and other developments in its current operating environment. As a result, the Group is making and intends to continue making investments to improve or upgrade its information technology systems. Any failure to improve or upgrade its information technology systems effectively or on a timely basis could adversely affect the Group’s competitiveness, business, financial condition and results of operations.

Internet banking services involve risks of security breaches

Internet banking activities involve the electronic storage and transmission of confidential information, which are vulnerable to unauthorised access, external network attacks and other disruptions. These possible security threats could expose the Group to liability and damage its reputation. Costs incurred in

preventing security threats may be high and may adversely affect the Group's business, financial condition and results of operations. The failure of the Group to detect any defects in software products which are used in providing its internet banking services and an unexpected and sudden high volume of internet traffic may have an adverse effect on the Group's internet banking business.

There can be no assurance of the accuracy or comparability of facts, forecasts and statistics contained in this Offering Circular with respect to the Bank, the Group, the PRC, its economy or its banking industry

Certain facts, forecasts and statistics in this Offering Circular relating to the PRC, the PRC's economy and global banking industries and the Bank's market share and ranking are derived from various official and other publicly available sources which are generally believed to be reliable. However, the Bank cannot guarantee the quality and reliability of such source materials. In addition, these facts, forecasts and statistics have not been independently verified by the Bank, the Group, or any of their respective directors, employees, representatives, affiliates or advisers and, therefore, none of them makes any representation as to the accuracy or fairness of such facts, forecasts and statistics, which may not be consistent with other information compiled within or outside the PRC and may not be complete or up to date. The Bank has taken reasonable care in reproducing or extracting the information from such sources. However, because of possibly flawed or ineffective methodologies underlying the published information or discrepancies between the published information and market practice and other problems, these facts, forecasts and other statistics may be inaccurate or may not be comparable from period to period or be comparable to facts, forecasts or statistics produced for other economies and should not be unduly relied upon.

Risks Relating to the PRC

The Group's business is affected by the PRC's economic, political and social conditions and the prospects of the industries in which its loans are concentrated

A significant majority of the Group's businesses, assets and operations are located in the PRC. Accordingly, its financial condition, results of operations and business prospects are, to a significant degree, subject to the economic, political, legal and social developments in the PRC.

The PRC economy was a planned economy. In recent years, the PRC Government has carried out broad reform of the PRC's financial markets, including recent reforms following the Third Plenum of the 18th Communist Party of China Central Committee in November 2013. If the Group is unable to adjust its operations in accordance with trends of currency policy, its financial condition and results of operations could be adversely affected.

The PRC Government has relatively strong ability to implement macroeconomic control measures. The growth of PRC's gross domestic product ("GDP") growth maintained its rapid pace for years before the global financial crisis in 2008. In response to the impact on the Chinese economy from the global financial crisis, the PRC Government implemented a series of economic incentive measures and relatively loose monetary policies since the second half of 2008, including a RMB4 trillion economic stimulus package and lowering the deposit reserve rate. These measures helped lead China's economy out of crisis and promote global economic recovery, but they also accelerated the increase in real estate prices, led to excess production capacity, and exacerbated problems of local government debt increased.

Since 2010, the Chinese government promoted the development of China's economic transformation by controlling scale of LGFVs, increasing the deposit reserve ratio, limiting excess production capacity across industrial sectors and strengthening real estate regulations. These measures could have a significant impact on the Group's business, financial condition, results of operations and asset quality.

Since 2014, China's economy has been facing downward pressure due to the sluggish foreign demand, excess production capacity and adjustments in real estate market. Since April 2014, the government has introduced a series of 'steady growth' measures, such as expansion of the railway and security housing investment, tax relief for SMEs, targeted reserve ratio cut in order to relieve the downward pressure. As the effect of these measures gradually reveals and the external economy improves recently, industrial production, manufacturing purchasing managers index, money supply, new debts, electricity generation and other economic and financial indicators show that the economy has improved. As the Group is reversing to moderate-to-high growth from the current super-speed growth, the Group's business, financial condition and results of operations may be materially and adversely affected.

Interpretation and implementation of the PRC laws and regulations may involve uncertainties

The Bank is incorporated and exists under the laws of the PRC. The PRC legal system is based on written statutes. Since the late 1970s, the PRC has promulgated laws and regulations dealing with legal relations in respect of such economic matters as foreign investment, corporate organisation and governance, commerce, taxation and trade, with a view towards developing a comprehensive system of commercial law. However, as many of these laws and regulations are relatively new and continue to evolve, especially with respect to the PRC banking regulatory regime, these laws and regulations may be subject to different interpretations and inconsistently enforced. In addition, there is only a limited volume of published court decisions, which may be cited for reference but are not binding on subsequent cases and have limited precedential value. These uncertainties relating to the interpretation and implementation of the PRC laws and regulations may adversely affect the legal protections and remedies that are available to the Group in its operations and to holders of the Notes.

For example, the NDRC issued the NDRC Circular on 14 September 2015, which came into effect on the same day. According to the NDRC Circular, domestic enterprises and their overseas controlled entities shall procure the registration of any debt securities issues outside the PRC with the NDRC prior to the issue of the securities and notify the particulars of the relevant issues within 10 working days after the completion of the issue of the securities. The NDRC Circular is silent on the legal consequences of non-compliance with the pre-issue registration requirement. In the worst case scenario, if pre-issue registration is required but not complied with, it might become unlawful for the Issuer to perform or comply with any of its obligations under the Notes and the Notes might be subject to the enforcement as provided in Condition 15 (*Events of Defaults*) of the terms and conditions of the Notes (the “**Terms and Conditions**”). Potential investors of the Notes are advised to exercise due caution when making their investment decisions. Similarly, there is no clarity on the legal consequences of non-compliance with the post-issue notification requirement under the NDRC Circular.

On 11 January 2017, the PBOC promulgated the Circular on Issues concerning the Macro-prudential Management of Full-covered Cross-border Financing (Yin Fa [2017] No. 9) (中國人民銀行關於全口徑跨境融資宏觀審慎管理有關事宜的通知) (the “**2017 PBOC Circular**”). Under the 2017 PBOC Circular, financial institutions are required to file relevant operating rules and internal control policies and the details of the calculation of their outstanding foreign debt and foreign debt limit with PBOC or SAFE before making their first cross-border financing transaction and they are required to report to PBOC or SAFE of the amount of its capital fund and the financing agreement when a financing agreement is signed and before the drawdown of the loan or issue of debt securities, report its cross-border income after such drawdown, and report its cross-border payments after making interest or principal payments. In addition, financial institutions are also required to report to PBOC or SAFE on the fifth working day of each month on the foreign debt it has borrowed and the change in its outstanding foreign debt during the previous month. The Bank is one of the 27 designated banks required to carry out the aforesaid reporting procedures. The 2017 PBOC Circular is a new regulation and is subject to interpretation and application by relevant PRC authorities. The 2017 PBOC Circular applies to the issue of Notes under the Programme by the Bank or its onshore branches, but does not explicitly state whether it applies to offshore branches of financial institutions incorporated in the PRC.

Further, for the purpose of calculating the risk-weighted cross-border financing balance as prescribed in the 2017 PBOC Circular, the foreign debt (including but not limited to the Notes) of offshore branches of financial institutions in the PRC are excluded from the calculation unless PBOC requires that the foreign debt be included if issue proceeds of the Notes is remitted into the PRC. If reporting is required but not complied with, PBOC and/or SAFE may, among other things, (a) issue a notice of censure, (b) request rectification within a time limit, (c) impose a penalty according to the Law of People’s Republic of China on the People’s Bank of China and the Regulation of the People’s Republic of China on the Management of Foreign Exchanges, (d) suspend cross-border financing of the institution, and (e) collect risk reserves from the institution. In addition, in the worst case scenario, if reporting is required but not complied with, it might become unlawful for the Issuer to perform or comply with any of its obligations under the Notes and the Notes might be subject to the enforcement as provided in Condition 15 (*Events of Defaults*) of the Terms and Conditions. Pursuant to the Approval by the National Development and Reform Commission on the Pilot Enterprises (first batch) of Foreign Debt Scale Management Reform of 2017 (《國家發展改革委關於2017年度外債規模管理改革試點企業(第一批)的批復》) (發改外資[2017]60號) issued by the NDRC on 8 January 2017 and a quota of foreign debt to be issued in 2017 granted by the NDRC on 8 January 2017, separate pre-issuance registration with the NDRC with respect to the Notes is not required as the Notes will be issued within the aforesaid quota. This approval issued by the NDRC on 8 January 2017 is a new regulation and is subject to interpretation and application by relevant PRC authorities and the above-described uncertainties that apply to the 2017 PBOC Circular also apply to such approval.

Any force majeure events, including future occurrence of natural disasters or outbreaks of contagious diseases in the PRC, may have an adverse effect on the Group's business operations, financial condition and results of operations

Any future natural disasters or outbreaks of health epidemics and contagious diseases, including avian influenza, severe acute respiratory syndrome, or SARS, and swine flu caused by H1N1 virus, or H1N1 Flu, may adversely affect the Group's business, financial condition and results of operations. Possible force majeure events may give rise to additional costs to be borne by the Group and have adverse effects on the quality of its assets, business, financial condition and results of operations. An outbreak of a health epidemic or contagious disease could result in a widespread health crisis and restrict the level of business activity in affected areas, which may in turn adversely affect the Group's business. Moreover, the PRC has experienced natural disasters like earthquakes, floods and drought in the past few years. For example, in May 2008 and April 2010, the PRC experienced earthquakes with reported magnitudes of 8.0 and 7.1 on the Richter scale in Sichuan and Qinghai provinces respectively, resulting in the death of tens of thousands of people. Any future occurrence of severe natural disasters in the PRC may adversely affect its economy and in turn the Group's business. There can be no guarantee that any future occurrence of natural disasters or outbreak of avian influenza, SARS, H1N1 Flu or other epidemics, or the measures taken by the PRC Government or other countries in response to a future outbreak of avian influenza, SARS, H1N1 Flu or other epidemics, will not seriously interrupt the Group's operations or those of its customers, which may have an adverse effect on its business, financial condition and results of operations.

Risks Relating to the Global Economy

Uncertainties and instability in global market conditions could adversely affect the Group's business, financial condition and results of operations

In 2008, the global credit markets experienced significant turbulence, as a result of the liquidity destruction in the U.S. credit and subprime mortgage markets since the second half of 2007. This event and other relevant events, such as the collapse of a number of financial institutions, led to the slowdown in economic growth in the United States, other countries and districts, the significant volatility across global financial markets, the fluctuations in foreign currency exchange rates and the liquidity fluctuations and crunch in global financial markets. The effects of this global financial crisis have also affected macro-economic conditions in China. According to the statistics released by the PRC Government, the real growth rate of China's GDP appeared a downward trend over this period.

Currently, conditions of the global economy remain weak. In addition, a debt crisis has emerged in Europe due to serious concerns over the abilities of certain EU member countries such as Greece to repay their debt, leading to further uncertainty for the global economy and financial markets. The continuing slowdown of the global economy and increasing uncertainties in financial markets could adversely affect the Bank's financial condition and results of operations in many ways, including, among other things:

- during a period of economic slowdown, there is a greater likelihood that more of the Bank's customers or counterparties might default on their loan repayments or other obligations to the Bank, which, in turn, could result in the Bank recording a higher level of non-performing loans, allowance for impairment losses and write-offs;
- the increased regulation and supervision of the financial services industry, including the proposed implementation of new capital adequacy requirements under the Basel III, may restrict the Bank's business flexibility and increase its compliance and operating costs;
- the value of the Bank's investments in debt securities issued by overseas governments and financial institutions may significantly decrease;
- the Bank's ability to raise additional capital on favourable terms, or at all, could be adversely affected; and
- trade and capital flow may further contract as a result of protectionist measures being introduced in certain markets, which could cause a further slowdown in economies and adversely affect the Bank's business prospects.

The Bank cannot assure the investors that the various macroeconomic measures and monetary policies adopted by the PRC Government will be effective in maintaining a sustainable growth in China's economy. If further economic downturn occurs, the businesses, results of operations and financial condition of the Bank could be materially and adversely affected.

Please see also “Risks Relating to the Group’s Business” and “The Group is subject to risks associated with its derivative transactions and investment securities” for further details.

Risks Relating to the Market Generally

Set out below is a brief description of certain market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:

Notes issued under the Programme have no current active trading market and may trade at a discount to their initial offering price and/or with limited liquidity

Notes issued under the Programme will be new securities which may not be widely distributed and for which there is currently no active trading market (unless in the case of any particular Series, such Series is to be consolidated with and form a single series with a Series of Notes which is already issued). If the Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Relevant Obligor(s). If the Notes are trading at a discount, investors may not be able to receive a favourable price for their Notes, and in some circumstances investors may not be able to sell their Notes at all or at their fair market value. Although application has been made to the Hong Kong Stock Exchange for the Notes issued under the Programme to be admitted to listing on the Hong Kong Stock Exchange, there is no assurance that such application will be accepted, that any particular Series of Notes will be so admitted or that an active trading market will develop. In addition, the market for investment grade has been subject to disruptions that have caused volatility in prices of securities similar to the Notes issued under the Programme. Accordingly, there is no assurance as to the development or liquidity of any trading market, or that disruptions will not occur, for any particular Series of Notes.

Exchange rate risks and exchange controls may result in investors receiving less interest or principal than expected

Each Relevant Obligor will pay principal and interest on the Notes in the currency specified in the relevant Pricing Supplement (the “**Specified Currency**”). This presents certain risks relating to currency conversions if an investor’s financial activities are denominated principally in a currency or currency unit (the “**Investor’s Currency**”) other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor’s Currency) and the risk that authorities with jurisdiction over the Investor’s Currency may impose or modify exchange controls. An appreciation in the value of the Investor’s Currency relative to the Specified Currency would decrease (1) the Investor’s Currency equivalent yield on the Notes, (2) the Investor’s Currency equivalent value of the principal payable on the Notes, and (3) the Investor’s Currency equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal.

Changes in market interest rates may adversely affect the value of Fixed Rate Notes

Investment in Fixed Rate Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of Fixed Rate Notes.

Credit ratings may not reflect all risks

One or more independent credit rating agencies may assign credit ratings to an issue of Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

Risks Relating to Subordinated Notes Issued under the Programme

Basel III and related reforms

The Basel Committee has proposed a number of fundamental reforms to the regulatory capital framework for internationally active banks which are designed, in part, to ensure that capital instruments issued by such banks fully absorb losses before taxpayers are exposed to loss (the “**Basel III Reforms**”), the principal

elements of which are set out in its papers dated 16 December 2010 (as revised in June 2011) and its press release dated 13 January 2011. The implementation of the Basel III Reforms in the PRC are currently under way by the CBRC. The PBOC may also be involved in the process as the appropriate authority regarding certain issues.

CBRC adopted Basel III risk-based capital regulations in June 2012, which is the CBRC Measures, and brought them into force on 1 January 2013. The CBRC Measures apply to all 511 commercial banks registered in the PRC, including small and medium-sized commercial banks that are not internationally active. The CBRC Measures follow the implementation schedule stipulated by the Basel Committee. In November 2012, supplementary documents were published by the CBRC, including additional requirements on capital instrument innovation, transitional arrangements, and capital adequacy ratio reporting. Based in part on the Regulatory Consistency Assessment Programme assessment process that began in January 2013, the CBRC issued a number of additional regulatory notices in July 2013 that further align the domestic regulations with Basel standards. The main changes related to the treatment of banks' exposures to central counterparties and the disclosure requirements for capital instruments. In addition, the CBRC issued a set of technical clarifications and requirements to complete important parts of the Chinese capital regulations and make them consistent with the international Basel III standards.

In accordance with the CBRC Measures, all Tier 2 instruments which do not contain any contractual terms providing for their writing off or conversion into ordinary shares upon the occurrence of a Non-Viability Event (as defined below), will not be eligible to count in full as Tier 2 capital from 1 January 2013.

As used above, "Non-Viability Event" means the earlier of (a) a decision that a write-off or conversion into shares, without which the relevant bank would become non-viable, is necessary as determined by the CBRC; and (b) the decision to make a public sector injection of capital, or equivalent support, without which the relevant bank would become non-viable, as determined by the relevant regulatory authority in the PRC.

The Subordinated Notes may contain certain non-viability loss absorption provisions; it is also possible that the powers which may result from any future change to the CBRC Measures or 2012 Guiding Opinions (defined below) or the application of relevant laws, including those arising from the Basel III Reforms (including CBRC's implementation of the Basel III Reforms) or other similar regulatory proposals, could be used in such a way as to result in the Notes absorbing losses in the manner described above. The determination that all or part of the principal amount of the Notes will be subject to loss absorption is likely to be inherently unpredictable and may depend on a number of factors which may be outside of the Relevant Obligor(s)' control. Because of this inherent uncertainty, it will be difficult to predict when, if at all, a principal write off or conversion to equity will occur. Accordingly, trading behaviour in respect of the Notes is not necessarily expected to follow the trading behaviour associated with other types of securities. Potential investors in the Notes should consider the risk that a holder may lose all of its investment, including the principal amount plus any accrued interest, if such statutory loss absorption measures are acted upon.

Furthermore, there can be no assurance that, prior to their implementation, the Basel Committee will not amend the Basel III Reforms. Furthermore, the relevant regulatory authority may implement the Basel III Reforms, including the provisions relating to terms which capital instruments are required to have, in a manner that is different from that which is currently envisaged or may impose more onerous requirements. Until fully implemented, no Relevant Obligor can predict the precise effect of the changes that will result from the implementation of the Basel III Reforms on the pricing or market value of the Notes. In addition, further changes in law after the date hereof may affect the rights of holders of the Notes as well as the market value of the Notes.

On 6 June 2012, the European Commission published a legislative proposal for a directive providing for the establishment of an EU-wide framework for the recovery and resolution of credit institutions and investment firms, known as the Recovery and Resolution Directive (the "RRD"). The stated aim of the draft RRD is to provide supervisory authorities with common tools and powers to address banking crisis pre-emptively in order to safeguard financial stability and minimise taxpayers' exposure to losses. The powers proposed to be granted to supervisory authorities under the draft RRD include a "bail-in" tool, which would give such authorities the power to write down or write off the claims (potentially including the Notes) of certain unsecured creditors of a failing institution and/or to convert certain debt claims to equity. Except for the general bail-in tool, which is expected to be implemented by 1 January 2018, it is currently contemplated that the measures set out in the draft RRD (including the power of authorities to write off Tier 2 instruments) will be implemented with effect from 1 January 2015. However, the RRD is not in final form and changes may be made to it in the course of the legislative process.

The terms of Subordinated Notes may contain non-viability loss absorption provisions, and the occurrence of a non-viability event may be inherently unpredictable or may depend on a number of factors which may be outside of the Relevant Obligor(s)' control

To the extent that any series of Subordinated Notes contains provisions relating to loss absorption upon the occurrence of a Non-Viability Event of the Relevant Obligor(s) as determined by the relevant Regulatory Authority as specified in the applicable Pricing Supplement, additional provisions relating to the mechanics of the loss absorption and the respective roles of the Trustee and the Agents may have to be added to the Conditions of such Series, the Trust Deed and the Agency Agreement (each as defined in the Conditions) and the Relevant Obligor(s) may be required, subject to the terms of the relevant series of Subordinated Notes, irrevocably (without the need for the consent of the holders of the Subordinated Notes) to effect a full write-off or conversion into shares of the outstanding principal and accrued and unpaid interest in respect of such Subordinated Notes. Any written-off amount or converted shall be irrevocably lost and holders of such Subordinated Notes will cease to have any claims for any principal amount and accrued but unpaid interest which has been subject to write-off or conversion.

The occurrence of a Non-Viability Event is dependent on a determination by the relevant Regulatory Authority (a) that a write-off or conversion into shares, without which the Relevant Obligor(s) would become non-viable, is necessary; or (b) to make a public sector injection of capital, or equivalent support, without which the Relevant Obligor(s) would have become non-viable. As a result, the relevant Regulatory Authority may require or may cause a write-off in circumstances that are beyond the control of the Relevant Obligor(s) and with which the Relevant Obligor(s) may not agree.

Because of the inherent uncertainty regarding the determination of whether a Non-Viability Event exists, it will be difficult to predict when, if at all, a write-off or conversion will occur. Accordingly, trading behaviour in respect of Subordinated Notes which have the non-viability loss absorption feature is not necessarily expected to follow trading behaviour associated with other types of securities. Any indication that any Relevant Obligor is trending towards a Non-Viability Event could have an adverse effect on the market price of the relevant Subordinated Notes.

Potential investors should consider the risk that a holder of Subordinated Notes which have the non-viability loss absorption feature may lose all of its investment in such Subordinated Notes, including the principal amount plus any accrued but unpaid interest, in the event that a Non-Viability Event occurs.

There is no assurance that any contractual provisions with non-viability loss absorption features, to the extent applicable, will be sufficient to satisfy the Basel III-compliant requirements that the Relevant Authorities may implement in the future. There is a risk that the Relevant Authorities may deviate from the Basel III proposals by implementing reforms which differ from those envisaged by the Basel Committee.

Regulations on non-viability loss absorption are new, untested and subject to interpretation and application by regulations in the PRC

The regulations on non-viability loss absorption are new and untested, and will be subject to the interpretation and application by the relevant authorities in the PRC. It is uncertain how the relevant Regulatory Authority (as specified in the Pricing Supplement) would determine the occurrence of a Non-Viability Event, and it is possible that the grounds that constitute Non-Viability Events may change (including that additional grounds are introduced). Accordingly, the operation of any such future legislation may have an adverse effect on the position of holders of the Subordinated Notes.

A potential investor should not invest in the Subordinated Notes unless it has the knowledge and expertise to evaluate how the Subordinated Notes will perform under changing conditions, the resulting effects on the likelihood of a write-off or conversion and the value of the Subordinated Notes, and the impact this investment will have on the potential investor's overall investment portfolio. Prior to making an investment decision, potential investors should consider carefully, in light of their own financial circumstances and investment objectives, all the information contained in this Offering Circular and in the applicable Pricing Supplement.

Other regulatory capital instruments may not be subject to write-off or conversion

If so specified in the relevant Pricing Supplement, when a Non-Viability Event occurs, the Relevant Obligor has the right (without any requirement for the consent of the Noteholders), on giving notice to the Noteholders, the Trustee and the Agents, to irrevocably cancel the principal amount of the Subordinated Notes (in whole but not in part) and cease the payment of any accrued but unpaid interest under the Subordinated Notes, in accordance with the Conditions of the Subordinated Notes.

However, the terms and conditions of other regulatory capital instruments issued by the Bank and its subsidiaries prior to 1 January 2013 may differ, as these instruments would not typically have any conversion or write-off features. In case of the occurrence of a Non-Viability Event, such pre-2013 regulatory capital instruments may not be converted into equity or be written-off even if the Subordinated Notes are required to be Written-off (as specified in the relevant Pricing Supplement).

No limitation on issuing senior or pari passu securities in respect of Subordinated Notes

There is no restriction on the amount of securities which any Relevant Obligor may issue and which rank senior to, or *pari passu* with, the Subordinated Notes. The issue of any such securities may reduce the amount recoverable by holders of Subordinated Notes in case of a winding-up of such Relevant Obligor. The Subordinated Notes are subordinated obligations of such Relevant Obligor. Accordingly, in the winding-up of such Relevant Obligor, there may not be a sufficient amount to satisfy the amounts owing to the holders of Subordinated Notes.

The Bankruptcy Law of the PRC may be different from equivalent bankruptcy laws in other jurisdictions with which the Noteholders are familiar

The Bank is incorporated under the laws of the People's Republic of China. Any bankruptcy procedure relating to the Bank may involve the Bankruptcy Law of the PRC, the procedures and major provisions of which may be different from the similar provisions set out in the bankruptcy laws in other jurisdictions with which the Noteholders are familiar.

The Relevant Obligor's obligations under the Subordinated Notes are subordinated and there are limited remedies for non-payment under the Subordinated Notes

The claims of the Noteholders for payment of principal and any interest under the Subordinated Notes may, in the event of the Winding-Up (as specified in the relevant Pricing Supplement) of any Relevant Obligor(s), be subordinated to the claims of depositors and general creditors of each Relevant Obligor and shall rank in priority to the claims of all holders of equity capital, Additional Tier 1 Capital Instruments (as specified in the relevant Pricing Supplement) and hybrid capital bonds of the Relevant Obligor, present or future, and will rank at least *pari passu* with the claims under any other Subordinated Indebtedness (as specified in the relevant Pricing Supplement) of the Relevant Obligor, present or future (including any other Tier 2 Capital Instruments (as specified in the relevant Pricing Supplement) expressed to rank *pari passu* with the Notes which may be issued in the future by the Relevant Obligor).

In the event of a shortfall of funds on a Winding-Up (as specified in the relevant Pricing Supplement) of the Relevant Obligor, there is a risk that an investor in the Notes will lose all or some of its investment and will not receive a full return of the principal amount or any unpaid amounts due under the Subordinated Notes.

The Noteholders shall not have any right to accelerate any payment of principal or interest under the Subordinated Notes other than upon the initiation of any cessation of business, bankruptcy or other Winding-up Proceedings (as specified in the relevant Pricing Supplement) of the Relevant Obligor.

Under the PRC laws and regulations, the prior approval of the CBRC would need to be obtained in order for a Winding-Up (as specified in the relevant Pricing Supplement) of a Chinese bank to proceed.

The provisions on available resources in the CBRC Capital Regulations are subject to interpretation by the relevant regulatory authorities and the application of relevant laws, rules and regulations

If so specified in the relevant Pricing Supplement, any payment of interest on the Subordinated Notes could be subject to the applicable regulatory requirements of the relevant regulatory authorities in effect at the time of such payment. As such, all payments of interest shall be made from the available resources of the Relevant Obligor(s). According to the Administrative Measures for the Capital of Commercial Banks of the PRC (for Trial Implementation) (商業銀行資產管理辦法(試行)) (the “**CBRC Capital Regulation**”), any payment of income (in the case of Common Equity Tier 1 Capital Instruments (as defined in the CBRC Capital Regulation)), dividend or interest (in the case of Additional Tier 1 Capital Instruments (as defined in the CBRC Capital Regulation) or Tier 2 Capital Instruments (as defined in the CBRC Capital Regulation)) is required to be made from available resources of the Bank. However, as the

CBRC Capital Regulations are new and untested, the Bank is not aware of any precedent in the market where the payment of dividend or interest was deferred, suspended or cancelled due to lack of available resources. The concept of available resources in the context of Common Equity Tier 1 Capital Instruments and Additional Tier 1 Capital Instruments is used in both domestic and offshore regulatory capital instruments issues, so the investors may be aware of and familiar with it while the concept of available resources in the context of Tier 2 Capital Instruments is not (1) introduced in Basel III, (2) contained in the terms and conditions of any offshore Tier 2 Capital Instruments, or (3) clarified in the CBRC Capital Regulations or other relevant PRC laws and regulations. Therefore, it is uncertain how the PRC relevant authorities would define what constitutes available resources in the context of Tier 2 Capital Instruments and determine the occurrence of insufficient or no available resources. This in turn, results in uncertainty regarding the payment of interest.

As a result of the foregoing, there is uncertainty as to: (1) what constitutes available resources of the Bank, (2) under what circumstances would the Bank have insufficient or no available resources and (3) in the event of insufficient or no available resources, the impact on payment of interest, that is, whether in such event, payment of interest would be deferred, suspended temporarily or cancelled permanently. These aforementioned uncertainties are all subject to further interpretation by the relevant regulatory authorities and the application of relevant laws, rules and regulations. Such uncertainties would have an adverse effect on interest payments to investors, for example, payment of interest to investors may be deferred, suspended or cancelled, and there is a risk that the Noteholders may lose all or some of the interest due under the Subordinated Notes.

Risks Relating to Notes Issued under the Programme

Notes may not be a suitable investment for all investors

Each potential investor in any Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the relevant Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in this Offering Circular or any applicable supplement;
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact such investment will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including where principal or interest is payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;
- (iv) understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant financial markets;
- (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks; and
- (vi) have sufficient knowledge and expertise (either alone or with a financial adviser) to evaluate the effect or the likelihood of the occurrence of a Non-Viability Event for Subordinated Notes which feature loss absorption.

Investors shall pay attention to any modification, waivers and substitution

The Conditions contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders, including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

The Conditions may be amended, modified, or varied in relation to any Series of Notes by the terms of the relevant Pricing Supplement in relation to such Series.

The Conditions also provide that the Trustee may, without the consent of Noteholders, agree to (a) any modification (except such modifications in respect of which an increased quorum is required as mentioned above) of the Notes, the Receipts, the Coupons, the relevant Non-Guaranteed Notes Trust Deed, the relevant Guaranteed Notes Trust Deed, the relevant Deed of Guarantee or, as applicable, the relevant Alternative Trust Deed which is not prejudicial to the interests of the Noteholders; or (b) any modification of the Notes, the Receipts, the Coupons, the relevant Non-Guaranteed Notes Trust Deed, the relevant Guaranteed Notes Trust Deed, the relevant Deed of Guarantee or the relevant Alternative Trust Deed which is of a formal, minor or technical nature or is made to correct a manifest error or to comply with mandatory provisions of the law as described in Condition 19 (*Meetings of Noteholders; Modification and Waiver*).

Investors shall be aware of the effect of change of law

The Conditions are based on English law (except that the provisions of the Notes relating to subordination shall be governed by, and construed in accordance with, the laws as specified in the Pricing Supplement in effect as at the date of this Offering Circular. No assurance can be given as to the impact of any possible judicial decision or change to English law or the laws as specified in the Pricing Supplement, or administrative practices after the date of this Offering Circular.

Considerations related to a particular issue of Notes

A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of certain such features:

Notes subject to optional redemption by the relevant Issuer

An optional redemption feature is likely to limit the market value of Notes. During any period when the relevant Issuer may elect to redeem Notes, the market value of those Notes will generally not rise substantially above the price at which they can be redeemed. This may also be true prior to any redemption period.

The relevant Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor would generally not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

Dual Currency Notes

An Issuer may issue Notes with principal or interest payable in one or more currencies which may be different from the currency in which the Notes are denominated. Potential investors should be aware that:

- (i) the market price of such Notes may be volatile;
- (ii) they may receive no interest;
- (iii) the payment of principal or interest may occur at a different time or in a different currency than expected; and
- (iv) the amount of principal payable at redemption may be less than the nominal amount of such Notes or even zero.

Partly-paid Notes

An Issuer may issue Notes where the issue price is payable in more than one instalment. Failure to pay any subsequent instalment could result in an investor losing all of its investment.

Variable Rate Notes with a multiplier or other leverage factor

Notes with variable interest rates can be volatile investments. If they are structured to include multipliers or other leverage factors, or caps or floors, or any combination of those features or other similar related features, their market values may be even more volatile than those for securities that do not include those features.

Inverse Floating Rate Notes

Inverse Floating Rate Notes have an interest rate equal to a fixed rate minus a rate based upon a reference rate such as LIBOR. The market values of such Notes are typically more volatile than market values of other conventional floating rate debt securities based on the same reference rate (and with otherwise comparable terms). Inverse Floating Rate Notes are more volatile because an increase in the reference rate not only decreases the interest rate of the Notes, but may also reflect an increase in prevailing interest rates, which further adversely affects the market value of these Notes.

Fixed/Floating Rate Notes

Fixed/Floating Rate Notes may bear interest at a rate that the relevant Issuer may elect to convert from a fixed rate to a floating rate, or from a floating rate to a fixed rate. Such Issuer's ability to convert the interest rate will affect the secondary market and the market value of such Notes since the relevant Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing. If the relevant Issuer converts from a fixed rate to a floating rate, the spread on the Fixed/Floating Rate Notes may be less favourable than then prevailing spreads on comparable Floating Rate Notes tied to the same reference rate. In addition, the new floating rate at any time may be lower than the rates on other Notes. If the relevant Issuer converts from a floating rate to a fixed rate, the fixed rate may be lower than then prevailing rates on its Notes.

Notes issued at a substantial discount or premium

The market values of securities issued at a substantial discount or premium to their nominal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the securities, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities.

The Notes are redeemable in the event of certain withholding taxes being applicable

There can be no assurance as to whether or not payments on the Notes may be made without withholding taxes or deductions applying for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of a Tax Jurisdiction or any political subdivision therein or thereof having power to tax, unless the withholding or deduction of such taxes, duties, assessments, or governmental charges is required by law. Although pursuant to the Conditions, each Relevant Obligor is required to gross up payments on account of any such withholding taxes or deductions (whether by way of EIT, VAT or otherwise), a Branch Issuer or a Subsidiary Issuer also has the right to redeem the Notes at any time in the event (i) a Relevant Obligor has or will become obliged to pay additional amounts as provided or referred to in Condition 14 (*Taxation*) as a result of any change in, or amendment to, the laws or regulations of a Tax Jurisdiction or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a holding by a court of competent jurisdiction), which change or amendment becomes effective on or after the date of issue of the first Tranche of the Notes, (ii) such obligation cannot be avoided by the Relevant Obligor taking reasonable measures available to it, and (iii) in the case of Subordinated Notes, the prior written approval of the Regulatory(ies) specified in the relevant Pricing Supplement shall have been obtained.

If the relevant Issuer redeems the Notes prior to their maturity dates, investors may not receive the same economic benefits they would have received had they held the Notes to maturity, and they may not be able to reinvest the proceeds they receive in a redemption in similar securities. In addition, such Issuer's ability to redeem the Notes may reduce the market price of the Notes.

The Trustee may request that the Noteholders provide an indemnity and/or security and/or prefunding to its satisfaction

In certain circumstances (including without limitation the giving of notice to the Relevant Obligor(s) pursuant to Condition 15 (*Events of Default*) and the taking of enforcement steps pursuant to Condition 20 (*Enforcement*)), the Trustee may (at its sole discretion) request the Noteholders to provide an indemnity and/or security and/or prefunding to its satisfaction before it takes actions on behalf of the Noteholders. The Trustee shall not be obliged to take any such actions if not indemnified and/or secured and/or

prefunded to its satisfaction. Negotiating and agreeing to any indemnity and/or security and/or prefunding can be a lengthy process and may impact on when such actions can be taken. The Trustee may not be able to take actions notwithstanding the provision of an indemnity and/or security and/or prefunding to it, in breach of the terms of the relevant Non-Guaranteed Notes Trust Deed, the relevant Guaranteed Notes Trust Deed, the relevant Deed of Guarantee, the relevant Alternative Trust Deed or the Conditions constituting the Notes and in such circumstances, or where there is uncertainty or dispute as to the applicable laws or regulations, to the extent permitted by the agreements and the applicable law, it will be for the Noteholders to take such actions directly.

Risks Relating to Renminbi Denominated Notes

A description of risks which may be relevant to an investor in Notes denominated in Renminbi (“**Renminbi Notes**”) are set out below.

Renminbi is not freely convertible and there are significant restrictions on the remittance of Renminbi into and out of the PRC which may adversely affect the liquidity of Renminbi Notes

Renminbi is not freely convertible at present. The government of the PRC (the “**PRC Government**”) continues to regulate conversion between Renminbi and foreign currencies, including the Hong Kong dollar.

However, there has been significant reduction in control by the PRC Government in recent years, particularly over trade transactions involving import and export of goods and services as well as other frequent routine foreign exchange transactions. These transactions are known as current account items.

On the other hand, remittance of Renminbi by foreign investors into the PRC for the purposes of capital account items, such as capital contributions, is generally only permitted upon obtaining specific approvals from, or completing specific registrations or filings with, the relevant authorities on a case-by-case basis and is subject to a strict monitoring system. Regulations in the PRC on the remittance of Renminbi into the PRC for settlement of capital account items are developing gradually.

Although starting from 1 October 2016, the Renminbi will be added to the Special Drawing Rights basket created by the International Monetary Fund, there is no assurance that the PRC Government will continue to liberalise control over cross-border remittance of Renminbi in the future, that the pilot schemes for Renminbi cross-border utilisation will not be discontinued or that new regulations in the PRC will not be promulgated in the future which have the effect of restricting or eliminating the remittance of Renminbi into or out of the PRC. In the event that funds cannot be repatriated out of the PRC in Renminbi, this may affect the overall availability of Renminbi outside the PRC and the ability of any Relevant Obligor to source Renminbi to finance its obligations under Notes denominated in Renminbi.

There is only limited availability of Renminbi outside the PRC, which may affect the liquidity of the Renminbi Notes and any Relevant Obligor’s ability to source Renminbi outside the PRC to service Renminbi Notes

As a result of the restrictions imposed by the PRC Government on cross-border Renminbi fund flows, the availability of Renminbi outside the PRC is limited. While the People’s Bank of China (“**PBOC**”) has entered into agreements on the clearing of Renminbi business with financial institutions in a number of financial centres and cities (the “**Renminbi Clearing Banks**”), including but not limited to Hong Kong and are in the process of establishing Renminbi clearing and settlement mechanisms in several other jurisdictions (the “**Settlement Arrangements**”), the current size of Renminbi denominated financial assets outside the PRC is limited.

There are restrictions imposed by PBOC on Renminbi business participating banks in respect of cross-border Renminbi settlement, such as those relating to direct transactions with PRC enterprises. Furthermore, Renminbi business participating banks do not have direct Renminbi liquidity support from PBOC. The Renminbi Clearing Banks only have access to onshore liquidity support from PBOC for the purpose of squaring open positions of participating banks for limited types of transactions and are not obliged to square for participating banks any open positions resulting from other foreign exchange transactions or conversion services. In such cases, the participating banks will need to source Renminbi from outside the PRC to square such open positions.

Although it is expected that the offshore Renminbi market will continue to grow in depth and size, its growth is subject to many constraints as a result of PRC laws and regulations on foreign exchange. There is no assurance that new PRC regulations will not be promulgated or the Settlement Arrangements will not be terminated or amended in the future so as to have the effect of restricting availability of Renminbi outside the PRC. The limited availability of Renminbi outside the PRC may affect the liquidity of the Renminbi Notes. To the extent a Relevant Obligor is required to source Renminbi outside the PRC to service its Renminbi Notes, there is no assurance that such Relevant Obligor will be able to source such Renminbi on satisfactory terms, if at all.

Investment in the Renminbi Notes is subject to exchange rate risks

The value of Renminbi against other foreign currencies fluctuates from time to time and is affected by changes in the PRC and international political and economic conditions as well as many other factors. In August 2015, the PBOC implemented changes to the way it calculates the midpoint against the U.S. dollar to take into account market-maker quotes before announcing the midpoint. This change, among others that may be implemented, may increase the volatility in the value of the Renminbi against other currencies. Each Relevant Obligor will make all payments of interest and principal with respect to Renminbi Notes in Renminbi unless otherwise specified. As a result, the value of these Renminbi payments may vary with the changes in the prevailing exchange rates in the marketplace. If the value of Renminbi depreciates against another currency, the value in the currency of the investment made by a holder of the Renminbi Notes will decline.

Investment in the Renminbi Notes is subject to interest rate risks

The PRC Government has gradually liberalised its regulation of interest rates in recent years. Further liberalisation may increase interest rate volatility. In addition, the interest rate for Renminbi in markets outside the PRC may significantly deviate from the interest rate for Renminbi in the PRC as a result of foreign exchange controls imposed by PRC law and regulations and prevailing market conditions.

As Renminbi Notes may carry a fixed interest rate (“**Fixed Rate Notes**”) or have a resettable interest rate (“**Resettable Notes**”). Consequently, the trading price of the Renminbi Notes which are Fixed Rate Notes or Resettable Notes will vary with the fluctuations in the Renminbi interest rates. If holders of such Renminbi Notes propose to sell their Renminbi Notes before their maturity, they may receive an offer lower than the amount they have invested.

Payments with respect to the Renminbi Notes may be made only in the manner designated in the Renminbi Notes

Investors may be required to provide certification and other information (including Renminbi account information) in order to be allowed to receive payments in Renminbi in accordance with the Renminbi clearing and settlement system for participating banks in Hong Kong. All Renminbi payments to investors in respect of the Renminbi Notes will be made solely (i) for so long as the Renminbi Notes are represented by Global Notes or Global Note Certificates held with the common depositary for Euroclear and Clearstream, Luxembourg, deposited with a custodian of DTC, lodged with a sub-custodian for or registered with the CMU Services or any alternative clearing system, by transfer to a Renminbi bank account maintained in Hong Kong, or (ii) for so long as the Renminbi Notes are in definitive form, by transfer to a Renminbi bank account maintained in Hong Kong in accordance with prevailing rules and regulations. Other than described in the Conditions, no Relevant Obligor can be required to make payment by any other means (including in any other currency or in bank instruments, by cheque or draft or by transfer to a bank account in the PRC).

Gains on the transfer of the Renminbi Notes may become subject to income taxes under PRC tax laws

Under the *PRC Enterprise Income Tax Law*, the *PRC Individual Income Tax Law* and the relevant implementing rules, as amended from time to time, any gain realised on the transfer of Renminbi Notes by non-PRC resident enterprise or individual Holders may be subject to PRC enterprise income tax (“**EIT**”) or PRC individual income tax (“**IIT**”) if such gain is regarded as income derived from sources within the PRC. While the *PRC Enterprise Income Tax Law* levies EIT at the rate of 20% of the gains derived by such non-PRC resident enterprise Holder from the transfer of the Renminbi Notes, its implementation rules have reduced the enterprise income tax rate to 10%. In accordance with the *PRC Individual Income Tax Law* and its implementation rules (as amended from time to time), any gain realised by a non-PRC resident individual Holder from the transfer of the Notes may be regarded as being sourced from the PRC and thus be subject to IIT at a rate of 20% of the gains derived by such non-PRC resident individual Holder from the transfer of the Renminbi Notes.

However, uncertainty remains as to whether the gain realised from the transfer of Renminbi Notes by non-PRC resident enterprise or individual Holders would be treated as income derived from sources within the PRC and subject to EIT or IIT. This will depend on how the PRC tax authorities interpret, apply or enforce the *PRC Enterprise Income Tax Law*, the *PRC Individual Income Tax Law* and the relevant implementing rules. According to the arrangement between the PRC and Hong Kong, for avoidance of double taxation, Holders who are residents of Hong Kong, including enterprise Holders and individual Holders, will not be subject to EIT or IIT on any capital gains derived from a sale or exchange of the Notes.

Therefore, if non-PRC resident enterprise or resident individual Holders are required to pay PRC income tax on gains derived from the transfer of Renminbi Notes (such EIT is currently levied at the rate of 10% of gains realised and such IIT is currently levied at the rate of 20% of gains realised (with deduction of reasonable expenses)), unless there is an applicable tax treaty between PRC and the jurisdiction in which such non-PRC enterprise or individual resident holders of Renminbi Notes reside that reduces or exempts the relevant EIT or IIT (however, qualified holders may not enjoy the treaty benefit automatically but through a successful application with the PRC tax authorities), the value of their investment in Renminbi Notes may be materially and adversely affected.

USE OF PROCEEDS

The net proceeds from each issue of Notes will be used by the relevant Issuer for general corporate purposes. If, in respect of any particular issue, there is a particular identified use of proceeds, this will be stated in the applicable Pricing Supplement.

FORMS OF THE NOTES

Bearer Notes

Each Series of Notes to be issued in bearer form (“**Bearer Notes**”) will initially be in the form of either a temporary global note in bearer form (the “**Temporary Global Note**”), without interest coupons, or a permanent global note in bearer form (the “**Permanent Global Note**”, together with the Temporary Global Note, the “**Global Note**”), without interest coupons, in each case as specified in the relevant Pricing Supplement. Each Temporary Global Note or, as the case may be, Permanent Global Note will be deposited on or around the issue date of the relevant Series of the Notes with a depositary or a common depositary for Euroclear as operator of the Euroclear System and/or Clearstream, Luxembourg and/or any other relevant clearing system and/or a sub-custodian for the CMU Service.

In the case of each Series of Bearer Notes, the relevant Pricing Supplement will also specify whether the C Rules or the D Rules are applicable in relation to the Notes or, if the Notes do not have a maturity of more than 365 days, that neither the C Rules nor the D Rules are applicable.

Temporary Global Note exchangeable for Permanent Global Note

If the relevant Pricing Supplement specifies the form of Notes as being “Temporary Global Note exchangeable for a Permanent Global Note”, then the Notes will initially be issued in the form of a Temporary Global Note which will be exchangeable, in whole or in part, for interests in a Permanent Global Note, without interest coupons, not earlier than 40 days after the issue date of the relevant Series of the Notes upon certification as to non-U.S. beneficial ownership. No payments will be made under the Temporary Global Note unless exchange for interests in the Permanent Global Note is improperly withheld or refused. In addition, interest payments in respect of the Notes cannot be collected without such certification of non-U.S. beneficial ownership.

Whenever any interest in the Temporary Global Note is to be exchanged for an interest in a Permanent Global Note, the relevant Issuer shall procure (in the case of first exchange) the delivery of a Permanent Global Note, duly authenticated, to the bearer of the Temporary Global Note or (in the case of any subsequent exchange) an increase in the principal amount of the Permanent Global Note in accordance with its terms against:

- (i) presentation and (in the case of final exchange) presentation and surrender of the Temporary Global Note to or to the order of the Principal Paying Agent; and
- (ii) receipt by the Principal Paying Agent of a certificate or certificates of non-U.S. beneficial ownership,

within seven days of the bearer requesting such exchange.

Temporary Global Note exchangeable for Definitive Notes

If the relevant Pricing Supplement specifies the form of Notes as being “Temporary Global Note exchangeable for Definitive Notes” and also specifies that the C Rules are applicable or that neither the C Rules nor the D Rules are applicable, then the Notes will initially be in the form of a Temporary Global Note which will be exchangeable, in whole but not in part, for Definitive Notes not earlier than 40 days after the issue date of the relevant Series of the Notes.

If the relevant Pricing Supplement specifies the form of Notes as being “Temporary Global Note exchangeable for Definitive Notes” and also specifies that the D Rules are applicable, then the Notes will initially be issued in the form of a Temporary Global Note which will be exchangeable, in whole or in part, for Definitive Notes not earlier than 40 days after the issue date of the relevant Series of the Notes upon, certification as to non-U.S. beneficial ownership. Interest payments in respect of the Notes cannot be collected without such certification of non-U.S. beneficial ownership.

Whenever the Temporary Global Note is to be exchanged for Definitive Notes, the relevant Issuer shall procure the prompt delivery (free of charge to the bearer) of such Definitive Notes, duly authenticated and with Coupons and Talons attached (if so specified in the relevant Pricing Supplement), in an aggregate principal amount equal to the principal amount of the Temporary Global Note to the bearer of the Temporary Global Note against the surrender of the Temporary Global Note to or to the order of the Principal Paying Agent within 30 days of the bearer requesting such exchange.

Permanent Global Note exchangeable for Definitive Notes

If the relevant Pricing Supplement specifies the form of Notes as being “Permanent Global Note exchangeable for Definitive Notes”, then the Notes will initially be issued in the form of a Permanent Global Note which will be exchangeable in whole, but not in part, for Definitive Notes:

- (i) on the expiry of such period of notice as may be specified in the relevant Pricing Supplement; or
- (ii) at any time, if so specified in the relevant Pricing Supplement; or
- (iii) if the relevant Pricing Supplement specifies “in the limited circumstances described in the Permanent Global Note”, then if either of the following events occurs:
 - (a) Euroclear or Clearstream, Luxembourg, the CMU Service or any other relevant clearing system is closed for business for a continuous period of 14 days (other than by reason of legal holidays) or announces an intention permanently to cease business; or
 - (b) any of the circumstances described in Condition 15 (*Events of Default*) occurs in respect of any Note of the relevant Series.

Whenever the Permanent Global Note is to be exchanged for Definitive Notes, the relevant Issuer shall procure the prompt delivery (free of charge to the bearer) of such Definitive Notes, duly authenticated and with Coupons and Talons attached (if so specified in the relevant Pricing Supplement), in an aggregate principal amount equal to the principal amount of Notes represented by the Permanent Global Note to the bearer of the Permanent Global Note against the surrender of the Permanent Global Note to or to the order of the Principal Paying Agent within 30 days of the bearer requesting such exchange.

Terms and Conditions applicable to the Notes

The terms and conditions applicable to any Definitive Note will be endorsed on that Note and will consist of the terms and conditions set out under “*Terms and Conditions of the Notes*” below and the provisions of the relevant Pricing Supplement which supplement, amend and/or replace those terms and conditions.

The terms and conditions applicable to any Note in global form will differ from those terms and conditions which would apply to the Note were it in definitive form to the extent described under “*Summary of Provisions Relating to the Notes while in Global Form*” below.

Legend concerning United States persons

In the case of any Series of Bearer Notes having a maturity of more than 365 days, the Bearer Notes in global form, the Bearer Notes in definitive form and any Coupons and Talons appertaining thereto will bear a legend to the following effect:

“ANY UNITED STATES PERSON WHO HOLDS THIS OBLIGATION WILL BE SUBJECT TO LIMITATIONS UNDER THE UNITED STATES INCOME TAX LAWS, INCLUDING THE LIMITATIONS PROVIDED IN SECTIONS 165(j) AND 1287(a) OF THE UNITED STATES INTERNAL REVENUE CODE.”

Registered Notes

Each Series of Notes in registered form (“**Registered Notes**”) will be represented by either:

- (i) individual Note Certificates in registered form (“**Individual Note Certificates**”); or
- (ii) one or more global note certificate or unrestricted global note certificates (“**Unrestricted Global Note Certificate(s)**”) in the case of Registered Notes sold outside the United States to non-U.S. persons in reliance on Regulation S (“**Unrestricted Notes**”) and/or one or more restricted global note certificates (“**Restricted Global Note Certificates**”) in the case of Registered Notes sold to QIBs in reliance on Rule 144A (“**Restricted Notes**”),

in each case as specified in the relevant Pricing Supplement, and references in this Offering Circular to “Global Note Certificates” shall be construed as to include Unrestricted Global Note Certificates and Restricted Global Note Certificates.

Each Note to be cleared through DTC and represented by an Unrestricted Global Note Certificate or a Restricted Global Note Certificate will be registered in the name of Cede & Co. (or such other entity as is specified in the applicable Pricing Supplement) as nominee for DTC and the relevant Global Note Certificate will be deposited on or about the issue date with the DTC Custodian.

Each Note to be cleared through Euroclear, Clearstream, Luxembourg or CMU Service and represented by a Global Note Certificate will be registered in the name of a common depositary (or its nominee) for Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system or in respect of CMU Notes, a sub-custodian for the CMU Service and the relevant Global Note Certificate will be deposited on or about the issue date with the common depositary or sub-custodian.

If the relevant Pricing Supplement specifies the form of Notes as being “Individual Note Certificates”, then the Notes will at all times be represented by Individual Note Certificates issued to each Noteholder in respect of their respective holdings.

Global Note Certificate exchangeable for Individual Note Certificates

If the relevant Pricing Supplement specifies the form of Notes as being “Global Note Certificate exchangeable for Individual Note Certificates”, then the Notes will initially be represented by one or more Global Note Certificates, each of which will be exchangeable in whole, but not in part, for Individual Note Certificates:

- (i) on the expiry of such period of notice as may be specified in the relevant Pricing Supplement; or
- (ii) at any time, if so specified in the relevant Pricing Supplement; or
- (iii) if the relevant Pricing Supplement specifies “in the limited circumstances described in the Global Note Certificate”, then:
 - (a) in the case of any Global Note Certificate held by or on behalf of DTC, if DTC notifies the relevant Issuer that it is no longer willing or able to discharge properly its responsibilities as depositary with respect to the Global Note Certificate or DTC ceases to be a “clearing agency” registered under the Exchange Act or if at any time DTC is no longer eligible to act as such, and the relevant Issuer is unable to locate a qualified successor within 90 days of receiving notice or becoming aware of such ineligibility on the part of DTC;
 - (b) in the case of any Global Note Certificate held by or on behalf of, Euroclear and/or Clearstream, Luxembourg, the CMU Service and/or any other clearing system (other than DTC), if Euroclear, Clearstream, Luxembourg, the CMU Service or any other relevant clearing system is closed for business for a continuous period of 14 days (other than by reason of legal holidays) or announces an intention permanently to cease business; and
 - (c) in any case, if any of the circumstances described in Condition 15 (*Events of Default*) occurs in respect of any Note of the relevant Series.

Whenever a Global Note Certificate is to be exchanged for Individual Note Certificates, each person having an interest in a Global Note Certificate must provide the Registrar (through the relevant clearing system) with such information as the relevant Issuer and the Registrar may require to complete and deliver Individual Note Certificates (including the name and address of each person in which the Notes represented by the Individual Note Certificates are to be registered and the principal amount of each such person’s holding). In addition, whenever a Restricted Global Note Certificate is to be exchanged for Individual Note Certificates, each person having an interest in the Restricted Global Note Certificate must provide the Registrar (through the relevant clearing system) with a certificate given by or on behalf of the holder of each beneficial interest in the Restricted Global Note Certificate stating either (i) that such holder is not transferring its interest at the time of such exchange or (ii) that the transfer or exchange of such interest has been made in compliance with the transfer restrictions applicable to the Notes and that

the person transferring such interest reasonably believes that the person acquiring such interest is a QIB and is obtaining such beneficial interest in a transaction meeting the requirements of Rule 144A. Individual Note Certificates issued in exchange for interests in the Restricted Global Note Certificate will bear the legends and be subject to the transfer restrictions set out under “*Transfer Restrictions*”.

Whenever a Global Note Certificate is to be exchanged for Individual Note Certificates, the relevant Issuer shall procure that Individual Note Certificates will be issued in an aggregate principal amount equal to the principal amount of the Global Note Certificate within five business days of the delivery, by or on behalf of the registered holder of the Global Note Certificate to the Registrar of such information as is required to complete and deliver such Individual Note Certificates against the surrender of the Global Note Certificate at the specified office of the Registrar.

Such exchange will be effected in accordance with the provisions of the Trust Deed, the Agency Agreement and the regulations concerning the transfer and registration of Notes scheduled to the Agency Agreement and, in particular, shall be effected without charge to any holder, but against such indemnity as the Registrar may require in respect of any tax or other duty of whatsoever nature which may be levied or imposed in connection with such exchange.

Terms and Conditions applicable to the Notes

The terms and conditions applicable to any Individual Note Certificate will be endorsed on that Individual Note Certificate and will consist of the terms and conditions set out under “*Terms and Conditions of the Notes*” below and the provisions of the relevant Pricing Supplement which supplement, amend and/or replace those terms and conditions.

The terms and conditions applicable to any Global Note Certificate will differ from those terms and conditions which would apply to the Note were it in definitive form to the extent described under “*Summary of Provisions Relating to the Notes while in Global Form*” below.

TERMS AND CONDITIONS OF THE NOTES

The following (other than the words in italics) is the text of the terms and conditions which, as completed by the relevant Pricing Supplement, will be endorsed on each Note in definitive form issued under the Programme. The terms and conditions applicable to any Note in global form will differ from those terms and conditions which would apply to the Note were it in definitive form to the extent described under “Forms of the Notes” and “Summary of Provisions Relating to the Notes while in Global Form”.

1. Introduction

- (a) **Programme:** Bank of China Limited (the “**Bank**”) has established a Medium Term Note Programme (the “**Programme**”) for the issuance of up to U.S.\$30,000,000,000 in aggregate principal amount of notes (the “**Notes**”).
- (b) **Pricing Supplement:** The terms and conditions applicable to any particular tranche of Notes (a “**Tranche**”) are set out in the relevant pricing supplement (the “**Pricing Supplement**”) which supplements, amends and/or replaces these terms and conditions (the “**Conditions**”). In the event of any inconsistency between these Conditions and the relevant Pricing Supplement, the relevant Pricing Supplement shall prevail. Notes issued under the Programme are issued in series (each a “**Series**”) and each Series may comprise one or more Tranches. Each Series of Notes may be issued by the Bank, any branch of the Bank (each a “**Branch Issuer**”) or any Subsidiary of the Bank (each a “**Subsidiary Issuer**”), as specified in the relevant Pricing Supplement. Notes issued by a Subsidiary Issuer may be unconditionally and irrevocably guaranteed by the Guarantor (as defined below) as specified in the relevant Pricing Supplement. References herein to the “**Relevant Obligor(s)**” are to the relevant Issuer, and, in the case of any Guaranteed Note, each of the relevant Issuer and the relevant Guarantor.
- (c) **Trust Deed:**
 - (i) Non-Guaranteed Notes are constituted by, are subject to, and have the benefit of, an amended and restated trust deed dated 7 April 2017 (as further amended or supplemented from time to time, the “**Non-Guaranteed Notes Principal Trust Deed**”) between the Bank (on behalf of itself and each Branch Issuer) and The Bank of New York Mellon, London Branch as trustee (the “**Trustee**”, which expression includes, where the context requires, all persons for the time being trustee or trustees appointed under the Non-Guaranteed Notes Principal Trust Deed). In order for a Subsidiary Issuer to issue Non-Guaranteed Notes, such Subsidiary Issuer shall, in respect of such Non-Guaranteed Notes, (A) accede to the Non-Guaranteed Notes Principal Trust Deed by executing an accession deed between such Subsidiary Issuer and the Trustee, or (B) supplement the Non-Guaranteed Notes Principal Trust Deed by executing a supplemental trust deed between such Subsidiary Issuer, the Bank and the Trustee, in each case, dated on or before the relevant Issue Date (as amended or supplemented from time to time and together with the Non-Guaranteed Notes Principal Trust Deed, the “**Non-Guaranteed Notes Trust Deed**”).
 - (ii) Guaranteed Notes are constituted by, are subject to, and have the benefit of, a trust deed dated 7 April 2017 (as amended or supplemented from time to time, the “**Guaranteed Notes Principal Trust Deed**”) between the Bank (on behalf of itself as Issuer and each Overseas Branch (as defined below) as Guarantor) and the Trustee (which expression includes, where the context requires, all persons for the time being trustee or trustees appointed under the Guaranteed Notes Principal Trust Deed). In order for a Subsidiary Issuer to issue Guaranteed Notes, such Subsidiary Issuer shall, in respect of such Guaranteed Notes, (A) accede to the Guaranteed Notes Principal Trust Deed by executing an accession deed between such Subsidiary Issuer and the Trustee, or (B) supplement the Guaranteed Notes Principal Trust Deed by executing a supplemental trust deed between such Subsidiary Issuer, the Bank and the Trustee, in each case, dated on or before the relevant Issue Date (as amended or supplemented from time to time and together with the Guaranteed Notes Principal Trust Deed, the “**Guaranteed Notes Trust Deed**”). The relevant Guarantor must execute a deed of guarantee to be dated on or before the relevant Issue Date (each as amended or supplemented from time to time, a “**Deed of Guarantee**”).
 - (iii) Notes issued by the Bank may be constituted by either the Non-Guaranteed Notes Principal Trust Deed or the Guaranteed Notes Principal Trust Deed as specified in the relevant Pricing Supplement.

- (iv) Without prejudice to the foregoing, if the relevant Pricing Supplement specifies that an alternative trustee shall be appointed for a relevant Series of Notes, such Series of Notes shall be constituted by a deed (as further amended or supplemented from time to time, the **“Alternative Trust Deed”**) between the relevant Issuer (and in the case of Notes issued by a Branch Issuer or a Subsidiary Issuer, the Bank) and the specified alternative trustee (the **“Alternative Trustee”**) incorporating the Non-Guaranteed Notes Principal Trust Deed or the Guaranteed Notes Principal Trust Deed, as the case may be. The Alternative Trustee shall be the Trustee for the purposes of the Conditions applicable to such Series of Notes.

(d) **Agency Agreement:**

- (i) Non-Guaranteed Notes are the subject of an amended and restated issue and paying agency agreement dated 7 April 2017 (as further amended or supplemented from time to time, the **“Non-Guaranteed Notes Principal Agency Agreement”**) between the Bank (on behalf of itself and each Branch Issuer), The Bank of New York Mellon, London Branch and The Bank of New York Mellon as principal paying agent (the **“Principal Paying Agent”**, which expression includes any successor principal paying agent appointed from time to time in connection with the Notes), The Bank of New York Mellon SA/NV, Luxembourg Branch, The Bank of New York Mellon and The Bank of New York Mellon, Hong Kong Branch as registrar (the **“Registrar”**, which expression includes any successor registrar appointed from time to time in connection with the Notes), The Bank of New York Mellon, Hong Kong Branch as CMU lodging and paying agent (the **“CMU Lodging and Paying Agent”**, which expression includes any successor CMU lodging and paying Agent appointed from time to time in connection with the Notes), the paying agents named therein (together with the Principal Paying Agent and the CMU Lodging and Paying Agent, the **“Paying Agents”**, which expression includes any successor or additional paying agents appointed from time to time in connection with the Notes), the transfer agents named therein (together with the Registrar, the **“Transfer Agents”**, which expression includes any successor or additional transfer agents appointed from time to time in connection with the Notes) and the Trustee. In these Conditions references to the **“Agents”** are to the Paying Agents and the Transfer Agents and any reference to an **“Agent”** is to any one of them. In order for a Subsidiary Issuer to issue Non-Guaranteed Notes, such Subsidiary Issuer shall, in respect of such Non-Guaranteed Notes, (A) accede to the Non-Guaranteed Notes Principal Agency Agreement by executing an accession agreement between such Subsidiary Issuer, the Trustee and the Agents named therein, or (B) supplement the Non-Guaranteed Notes Principal Agency Agreement by executing a supplemental agency agreement between such Subsidiary Issuer, the Bank, the Trustee and the Agents named therein, in each case, dated on or before the relevant Issue Date (as amended or supplemented from time to time and together with the Non-Guaranteed Notes Principal Agency Agreement, the **“Non-Guaranteed Notes Agency Agreement”**).
- (ii) Guaranteed Notes are the subject of an issue and paying agency agreement dated 7 April 2017 (as amended or supplemented from time to time, the **“Guaranteed Notes Principal Agency Agreement”**) between the Bank (on behalf of itself as Issuer and each Overseas Branch (as defined below) as Guarantor), the Trustee and the Agents named therein. In order for a Subsidiary Issuer to issue Guaranteed Notes, such Subsidiary Issuer shall, in respect of such Guaranteed Notes, (A) accede to the Guaranteed Notes Principal Agency Agreement by executing an accession agreement between such Subsidiary Issuer, the Trustee and the Agents named therein, or (B) supplement the Guaranteed Notes Principal Agency Agreement by executing a supplemental agency agreement between such Subsidiary Issuer, the Bank, the Trustee and the Agents named therein, in each case, dated on or before the relevant Issue Date (as amended or supplemented from time to time and together with the Guaranteed Notes Principal Agency Agreement, the **“Guaranteed Notes Agency Agreement”**).
- (iii) Notes issued by the Bank may be the subject of the Non-Guaranteed Notes Principal Agency Agreement (in case of Notes constituted by the Non-Guaranteed Notes Principal Trust Deed) or the Guaranteed Notes Principal Agency Agreement (in case of Notes constituted by the Guaranteed Notes Principal Trust Deed).
- (iv) Without prejudice to the foregoing, if the relevant Pricing Supplement specifies that an Alternative Trustee shall be appointed for the relevant Series of Notes, neither the Non-Guaranteed Notes Principal Agency Agreement nor the Guaranteed Notes Principal

Agency Agreement shall apply to such Series of Notes and such alternative arrangement (as further amended or supplemented from time to time, the “**Alternative Agency Agreement**”) as specified in the Pricing Supplement shall apply.

- (e) **The Notes:** The Notes may be issued in bearer form (“**Bearer Notes**”), or in registered form (“**Registered Notes**”). All subsequent references in these Conditions to “Notes” are to the Notes which are the subject of the relevant Pricing Supplement. Copies of the relevant Pricing Supplement are available for viewing and copies may be obtained from the Specified Office of each of the Paying Agents and Transfer Agents.
- (f) **Summaries:** Certain provisions of these Conditions are summaries of the Trust Deed, the relevant Deed of Guarantee and the Agency Agreement and are subject to their detailed provisions. Noteholders and the holders of the related interest coupons, if any, (the “**Couponholders**” and the “**Coupons**”, respectively) are bound by, and are deemed to have notice of, all the provisions of the Trust Deed, the relevant Deed of Guarantee, as applicable, and the Agency Agreement applicable to them. Copies of the Trust Deed, each Deed of Guarantee, as applicable and the Agency Agreement are available for inspection by Noteholders during normal business hours at the Specified Offices of the Paying Agents and the principal office in Hong Kong of the Principal Paying Agent.

2. Interpretation

- (a) **Definitions:** In these Conditions the following expressions have the following meanings:

“**Accrual Yield**” has the meaning given in the relevant Pricing Supplement;

“**Additional Business Centre(s)**” means the city or cities specified as such in the relevant Pricing Supplement;

“**Additional Financial Centre(s)**” means the city or cities specified as such in the relevant Pricing Supplement;

“**Business Day**”, other than in Condition 3(g) (*Registration and delivery of Note Certificates*) means:

- (i) in relation to any sum payable in euro, a TARGET Settlement Day and a day on which commercial banks and foreign exchange markets settle payments generally in each (if any) Additional Business Centre;
- (ii) in relation to any sum payable in a currency other than euro and Renminbi, a day on which commercial banks and foreign exchange markets settle payments generally, in the Principal Financial Centre of the relevant currency and in each (if any) Additional Business Centre; and
- (iii) for the purposes of Notes denominated in Renminbi only, any day (other than a Sunday or a Saturday) on which commercial banks and foreign exchange markets are open for business and settle Renminbi payments in Hong Kong and are not authorised or obligated by law or executive order to be closed;

“**Business Day Convention**”, in relation to any particular date, has the meaning given in the relevant Pricing Supplement and, if so specified in the relevant Pricing Supplement, may have different meanings in relation to different dates and, in this context, the following expressions shall have the following meanings:

- (i) “**Following Business Day Convention**” means that the relevant date shall be postponed to the first following day that is a Business Day;
- (ii) “**Modified Following Business Day Convention**” or “**Modified Business Day Convention**” means that the relevant date shall be postponed to the first following day that is a Business Day unless that day falls in the next calendar month in which case that date will be the first preceding day that is a Business Day;
- (iii) “**Preceding Business Day Convention**” means that the relevant date shall be brought forward to the first preceding day that is a Business Day;

(iv) **“FRN Convention”, “Floating Rate Convention” or “Eurodollar Convention”** means that each relevant date shall be the date which numerically corresponds to the preceding such date in the calendar month which is the number of months specified in the relevant Pricing Supplement as the Specified Period after the calendar month in which the preceding such date occurred **provided, however, that:**

- (A) if there is no such numerically corresponding day in the calendar month in which any such date should occur, then such date will be the last day which is a Business Day in that calendar month;
- (B) if any such date would otherwise fall on a day which is not a Business Day, then such date will be the first following day which is a Business Day unless that day falls in the next calendar month, in which case it will be the first preceding day which is a Business Day; and
- (C) if the preceding such date occurred on the last day in a calendar month which was a Business Day, then all subsequent such dates will be the last day which is a Business Day in the calendar month which is the specified number of months after the calendar month in which the preceding such date occurred; and

(v) **“No Adjustment”** means that the relevant date shall not be adjusted in accordance with any Business Day Convention;

“Calculation Agent” means the Principal Paying Agent or such other Person, in each case as specified in the relevant Pricing Supplement as the party responsible for calculating the Rate(s) of Interest and Interest Amount(s) and/or such other amount(s) as may be specified in the relevant Pricing Supplement;

“Calculation Amount” has the meaning given in the relevant Pricing Supplement;

a **“Change of Control”** occurs when the Bank ceases to have Control of the Issuer. For the avoidance of doubt, the Bank shall cease to Control the Issuer if both limbs (i) and (ii) in the definition of “Control” cannot be satisfied;

“CMU Service” means the Central Moneymarkets Unit Service, operated by the Hong Kong Monetary Authority;

“Control” means (where applicable), with respect to a Person, (i) the ownership, acquisition or control of the Relevant Percentage of the voting rights of the issued share capital of such Person, whether obtained directly or indirectly or (ii) the right to appoint and/or remove the Relevant Percentage of the members of the Person’s board of directors or other governing body, whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of voting rights, contract or otherwise.

“Coupon Sheet” means, in respect of a Note, a coupon sheet relating to the Note;

“Dated Subordinated Notes” means Notes specified in the applicable Pricing Supplement as dated subordinated notes;

“Day Count Fraction” means, in respect of the calculation of an amount for any period of time (the **“Calculation Period”**), such day count fraction as may be specified in these Conditions or the relevant Pricing Supplement and:

(i) if **“Actual/Actual (ICMA)”** is so specified, means:

- (A) where the Calculation Period is equal to or shorter than the Regular Period during which it falls, the actual number of days in the Calculation Period divided by the product of (1) the actual number of days in such Regular Period and (2) the number of Regular Periods in any year; and

(B) where the Calculation Period is longer than one Regular Period, the sum of:

- (1) the actual number of days in such Calculation Period falling in the Regular Period in which it begins divided by the product of (a) the actual number of days in such Regular Period and (b) the number of Regular Periods in any year; and
 - (2) the actual number of days in such Calculation Period falling in the next Regular Period divided by the product of (a) the actual number of days in such Regular Period and (b) the number of Regular Periods in any year;
- (ii) if “**Actual/365**” or “**Actual/Actual (ISDA)**” is so specified, means the actual number of days in the Calculation Period divided by 365 (or, if any portion of the Calculation Period falls in a leap year, the sum of (A) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366 and (B) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365);
- (iii) if “**Actual/365 (Fixed)**” is so specified, means the actual number of days in the Calculation Period divided by 365;
- (iv) if “**Actual/360**” is so specified, means the actual number of days in the Calculation Period divided by 360;
- (v) if “**30/360**” is so specified, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D₁ will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31 and D₁ is greater than 29, in which case D₂ will be 30;

- (vi) if “**30E/360**” or “**Eurobond Basis**” is so specified, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D₁ will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31, in which case D₂ will be 30; and

- (vii) if “**30E/360 (ISDA)**” is so specified, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y₁**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y₂**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M₁**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M₂**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D₁**” is the first calendar day, expressed as a number, of the Calculation Period, unless (i) that day is the last day of February or (ii) such number would be 31, in which case D₁ will be 30; and

“**D₂**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number would be 31, in which case D₂ will be 30,

provided, however, that in each such case the number of days in the Calculation Period is calculated from and including the first day of the Calculation Period to but excluding the last day of the Calculation Period;

“**DTC**” means The Depository Trust Company;

“**Early Redemption Amount (Change of Control)**” means, in respect of any Note, 101 per cent. of its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Pricing Supplement;

“**Early Redemption Amount (Tax)**” means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Pricing Supplement;

“**Early Termination Amount**” means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, these Conditions or the relevant Pricing Supplement;

“**Extraordinary Resolution**” has the meaning ascribed to it in the Trust Deed;

“**Final Redemption Amount**” means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Pricing Supplement;

“First Interest Payment Date” means the date specified in the relevant Pricing Supplement;

“Fixed Coupon Amount” has the meaning given in the relevant Pricing Supplement;

“Guarantee of the Notes” means the guarantee of the Notes given by the relevant Guarantor in the relevant Deed of Guarantee;

“Guaranteed Notes” means Notes issued by a Subsidiary Issuer which are guaranteed by the Guarantor as specified in the relevant Pricing Supplement;

“Guarantor” means such Overseas Branch as specified in the relevant Pricing Supplement as guarantor of the Guaranteed Notes;

“Holder”, in the case of Bearer Notes, has the meaning given in Condition 3(b) (*Form, Denomination, Title and Transfer – Title to Bearer Notes*) and, in the case of Registered Notes, has the meaning given in Condition 3(d) (*Form, Denomination, Title and Transfer – Title to Registered Notes*);

“Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China;

“Interest Amount” means, in relation to a Note and an Interest Period, the amount of interest payable in respect of that Note for that Interest Period;

“Interest Commencement Date” means the Issue Date of the Notes or such other date as may be specified as the Interest Commencement Date in the relevant Pricing Supplement;

“Interest Determination Date” has the meaning given in the relevant Pricing Supplement;

“Interest Payment Date” means the First Interest Payment Date and any date or dates specified as such in, or determined in accordance with the provisions of, the relevant Pricing Supplement and, if a Business Day Convention is specified in the relevant Pricing Supplement:

- (i) as the same may be adjusted in accordance with the relevant Business Day Convention; or
- (ii) if the Business Day Convention is the FRN Convention, Floating Rate Convention or Eurodollar Convention and an interval of a number of calendar months is specified in the relevant Pricing Supplement as being the Specified Period, each of such dates as may occur in accordance with the FRN Convention, Floating Rate Convention or Eurodollar Convention at such Specified Period of calendar months following the Interest Commencement Date (in the case of the first Interest Payment Date) or the previous Interest Payment Date (in any other case);

“Interest Period” means each period beginning on (and including) the Interest Commencement Date or any Interest Payment Date and ending on (but excluding) the next Interest Payment Date;

“ISDA Definitions” means the 2006 ISDA Definitions (as amended and updated as at the date of issue of the first Tranche of the Notes of the relevant Series (as specified in the relevant Pricing Supplement) as published by the International Swaps and Derivatives Association, Inc.) unless otherwise specified in the relevant Pricing Supplement;

“Issue Date” has the meaning given in the relevant Pricing Supplement;

“Issuer” means the Bank, the Branch Issuer or the Subsidiary Issuer, as specified in the relevant Pricing Supplement;

“Macau” means the Macau Special Administrative Region of the People’s Republic of China;

“Margin” has the meaning given in the relevant Pricing Supplement;

“Material Subsidiary”:

- (i) in the case of (A) Notes issued by the Bank or a Branch Issuer, or (B) Guaranteed Notes, means, a Subsidiary of the Bank whose total assets or total revenue as at the date at which its latest audited financial statements were prepared or, as the case may be, for the financial period to which the audited financial statements relate, account for 5 per cent. or more of the consolidated assets or consolidated revenue of the Bank as at such date or for such period. If a Material Subsidiary transfers all of its assets and business to another Subsidiary of the Bank, the transferee shall become a Material Subsidiary and the transferor shall cease to be a Material Subsidiary on completion of such transfer; and
- (ii) in the case of Non-Guaranteed Notes issued by a Subsidiary Issuer, has the meaning given in the relevant Pricing Supplement;

“Maturity Date” has the meaning given in the relevant Pricing Supplement;

“Maximum Redemption Amount” has the meaning given in the relevant Pricing Supplement;

“Minimum Redemption Amount” has the meaning given in the relevant Pricing Supplement;

“NDRC” means the National Development and Reform Commission;

“NDRC Circular” means the Circular on Promoting the Reform of the Administrative System on the Issuance by Enterprises of Foreign Debt Filings and Registrations (國家發展改革委關於推進企業發行外債備案登記制管理改革的通知(發改外資[2015] 2044 號)) issued by the NDRC and which came into effect on 14 September 2015 and any implementation rules or policies as issued by the NDRC from time to time;

“Non-Guaranteed Notes” means Notes issued by a Branch Issuer or a Subsidiary Issuer which are not guaranteed and specified as such in the relevant Pricing Supplement;

“Noteholder”, in the case of Bearer Notes, has the meaning given in Condition 3(b) (*Form, Denomination, Title and Transfer – Title to Bearer Notes*) and, in the case of Registered Notes, has the meaning given in Condition 3(d) (*Form, Denomination, Title and Transfer – Title to Registered Notes*);

“Optional Redemption Amount (Call)” means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Pricing Supplement;

“Optional Redemption Amount (Put)” means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Pricing Supplement;

“Optional Redemption Date (Call)” has the meaning given in the relevant Pricing Supplement;

“Optional Redemption Date (Put)” has the meaning given in the relevant Pricing Supplement;

“Overseas Branch” means a branch of the Bank which is outside the PRC;

“Participating Member State” means a Member State of the European Communities which adopts the euro as its lawful currency in accordance with the Treaty;

“Payment Business Day” means:

- (i) if the currency of payment is euro, any day which is:
 - (A) a day on which (a) banks in the relevant place of presentation are open for presentation and payment of bearer debt securities and for dealings in foreign currencies; and (b) a day on which commercial banks are open for general business (including dealings in foreign currencies) in the city where the Principal Paying Agent or, as the case may be, the CMU Lodging and Paying Agent has its Specified Office; and

- (B) in the case of payment by transfer to an account, (a) a TARGET Settlement Day and (b) a day on which dealings in foreign currencies may be carried on in each (if any) Additional Financial Centre; or
- (ii) if the currency of payment is not euro, any day which is:
 - (A) a day on which (a) banks in the relevant place of presentation are open for presentation and payment of bearer debt securities and for dealings in foreign currencies and (b) a day on which commercial banks are open for general business (including dealings in foreign currencies) in the city where the Principal Paying Agent or, as the case may be, the CMU Lodging and Paying Agent has its Specified Office; and
 - (B) in the case of payment by transfer to an account, a day on which dealings in foreign currencies (including, in the case of Notes denominated in Renminbi, settlement of Renminbi payments) may be carried on in the Principal Financial Centre of the currency of payment and in each (if any) Additional Financial Centre;

“Person” means any individual, company, corporation, firm, partnership, joint venture, association, organisation, state or agency of a state or other entity, whether or not having separate legal personality;

“PRC” means, for the purpose of these Conditions, the People’s Republic of China excluding Hong Kong, Macau and Taiwan;

“Principal Financial Centre” means, in relation to any currency, the principal financial centre for that currency **provided, however, that:**

- (i) in relation to euro, it means the principal financial centre of such Member State of the European Communities as is selected (in the case of a payment) by the payee or (in the case of a calculation) by the Calculation Agent;
- (ii) in relation to Australian dollars, it means Sydney and in relation to New Zealand dollars, it means Auckland, in each case as is selected (in the case of a payment) by the payee or (in the case of a calculation) by the Calculation Agent or, in each case, the principal financial centre as is specified in the applicable Pricing Supplement; and
- (iii) in relation to Renminbi, it means Hong Kong or the principal financial centre as is specified in the applicable Pricing Supplement;

“Public External Indebtedness” means any indebtedness of a Relevant Obligor (or, for the purposes of Condition 15 (*Events of Default*), any Subsidiary of such Relevant Obligor), or any guarantee or indemnity by a Relevant Obligor of indebtedness, for money borrowed which, (i) is in the form of or represented by any bond, note, debenture, debenture stock, loan stock, certificate or other instrument which is, or is capable of being listed, quoted or traded on any stock exchange or in any securities market (including, without limitation, any over-the-counter market) outside the PRC (without regard, however, to whether or not such instruments are sold through public offerings or private placements); and (ii) has an original maturity of more than 365 days;

“Put Option Notice” means a notice which must be delivered to a Paying Agent by any Noteholder wanting to exercise a right to redeem a Note at the option of the Noteholder;

“Put Option Receipt” means a receipt issued by a Paying Agent to a depositing Noteholder upon deposit of a Note with such Paying Agent by any Noteholder wanting to exercise a right to redeem a Note at the option of the Noteholder;

“Rate of Interest” means the rate or rates (expressed as a percentage per annum) of interest payable in respect of the Notes specified in the relevant Pricing Supplement or calculated or determined in accordance with the provisions of these Conditions and/or the relevant Pricing Supplement;

“Redemption Amount” means, as appropriate, the Final Redemption Amount, the Early Redemption Amount (Tax), the Early Redemption Amount (Change of Control), the Optional Redemption Amount (Call), the Optional Redemption Amount (Put), the Early Termination Amount or such other amount in the nature of a redemption amount as may be specified in, or determined in accordance with the provisions of, the relevant Pricing Supplement;

“Reference Banks” has the meaning given in the relevant Pricing Supplement or, if none, four major banks selected by the Issuer in the market that is most closely connected with the Reference Rate;

“Relevant Percentage” means, in respect of any Subsidiary Issuer, the percentage as specified in the relevant Pricing Supplement;

“Reference Price” has the meaning given in the relevant Pricing Supplement;

“Reference Rate” has the meaning given in the relevant Pricing Supplement;

“Regular Period” means:

- (i) in the case of Notes where interest is scheduled to be paid only by means of regular payments, each period from and including the Interest Commencement Date to but excluding the first Interest Payment Date and each successive period from and including one Interest Payment Date to but excluding the next Interest Payment Date;
- (ii) in the case of Notes where, apart from the first Interest Period, interest is scheduled to be paid only by means of regular payments, each period from and including a Regular Date falling in any year to but excluding the next Regular Date, where **“Regular Date”** means the day and month (but not the year) on which any Interest Payment Date falls; and
- (iii) in the case of Notes where, apart from one Interest Period other than the first Interest Period, interest is scheduled to be paid only by means of regular payments, each period from and including a Regular Date falling in any year to but excluding the next Regular Date, where **“Regular Date”** means the day and month (but not the year) on which any Interest Payment Date falls other than the Interest Payment Date falling at the end of the irregular Interest Period;

“Relevant Date” means, in relation to any payment, whichever is the later of (a) the date on which the payment in question first becomes due and (b) if the full amount payable has not been received in the Principal Financial Centre of the currency of payment by the Principal Paying Agent or the Trustee on or prior to such due date, the date on which (the full amount having been so received) notice to that effect has been given to the Noteholders;

“Relevant Financial Centre” has the meaning given in the relevant Pricing Supplement;

“Relevant Screen Page” means the page, section or other part of a particular information service (including, without limitation, Reuters) specified as the Relevant Screen Page in the relevant Pricing Supplement, or such other page, section or other part as may replace it on that information service or such other information service, in each case, as may be nominated by the Person providing or sponsoring the information appearing there for the purpose of displaying rates or prices comparable to the Reference Rate;

“Relevant Time” has the meaning given in the relevant Pricing Supplement;

“Reserved Matter” means any proposal to change any date fixed for payment of principal or interest in respect of the Notes, to reduce the amount of principal or interest payable on any date in respect of the Notes, to alter the method of calculating the amount of any payment in respect of the Notes or the date for any such payment, to change the currency of any payment under the Notes, (in the case of any Guaranteed Note) modify any provision of the Guarantee of the Notes (other than the modifications pursuant to any further issue under Condition 21 (*Further Issues*)) or to change the quorum requirements relating to meetings or the majority required to pass an Extraordinary Resolution;

“Securities Act” means the United States Securities Act of 1933, as amended;

“Security Interest” means any mortgage, charge, pledge, lien or other security interest including, without limitation, anything analogous to any of the foregoing under the laws of any jurisdiction;

“Senior Guaranteed Notes” means the Senior Notes specified in the applicable Pricing Supplement as Senior Guaranteed Notes;

“Senior Notes” means Notes specified in the applicable Pricing Supplement as senior notes (including the Senior Guaranteed Notes);

“Specified Clearing System” means the clearing system specified in the relevant Pricing Supplement in respect of a Tranche of Notes for which no Note Certificates are to be issued;

“Specified Currency” has the meaning given in the relevant Pricing Supplement;

“Specified Denomination(s)” has the meaning given in the relevant Pricing Supplement;

“Specified Office” has the meaning given in the Agency Agreement;

“Specified Period” has the meaning given in the relevant Pricing Supplement;

“Subordinated Guaranteed Notes” means the Subordinated Notes specified in the applicable Pricing Supplement as Subordinated Guaranteed Notes, which are either Dated Subordinated Notes or Undated Subordinated Notes;

“Subordinated Notes” means Notes specified in the applicable Pricing Supplement as subordinated notes, which are either Dated Subordinated Notes or Undated Subordinated Notes (including the Subordinated Guaranteed Notes);

“Subsidiary” means, in relation to any Person (the **“first Person”**) at any particular time, any other Person (the **“second Person”**):

- (a) of which the first Person controls or has the power to control, 50 per cent. or more of the share capital or other ownership interest having ordinary voting power to elect directors, managers or trustees of such person; or
- (b) whose financial statements are, in accordance with applicable law and generally accepted accounting principles, consolidated with those of the first Person;

“Talon” means a talon for further Coupons;

“TARGET Settlement Day” means any day on which TARGET2 is open for the settlement of payments in euro;

“TARGET2” means the Trans-European Automated Real-Time Gross Settlement Express Transfer payment system which utilises a single shared platform and which was launched on 19 November 2007;

“Tax Jurisdiction” means the PRC and the relevant tax jurisdiction of a Relevant Obligor specified in the applicable Pricing Supplement, or in each case any political subdivision or any authority thereof or therein having power to tax payments made by such Relevant Obligor of principal or interest on the Notes, Receipts or Coupons;

“Treaty” means the Treaty establishing the European Communities, as amended;

“Undated Subordinated Notes” means Notes specified in the applicable Pricing Supplement as undated subordinated notes; and

“Zero Coupon Note” means a Note specified as such in the relevant Pricing Supplement.

(b) **Interpretation:** In these Conditions:

- (i) if the Notes are Zero Coupon Notes, references to Coupons and Couponholders are not applicable;
- (ii) if Talons are specified in the relevant Pricing Supplement as being attached to the Notes at the time of issue, references to Coupons shall be deemed to include references to Talons;
- (iii) if Talons are not specified in the relevant Pricing Supplement as being attached to the Notes at the time of issue, references to Talons are not applicable;
- (iv) any reference to principal shall be deemed to include the Redemption Amount, any additional amounts in respect of principal which may be payable under Condition 14 (*Taxation*), any undertaking given in addition to or substitution for Condition 14 (*Taxation*) pursuant to the Trust Deed, any premium payable in respect of a Note and any other amount in the nature of principal payable pursuant to these Conditions;
- (v) any reference to interest shall be deemed to include any additional amounts in respect of interest which may be payable under Condition 14 (*Taxation*) and any other amount in the nature of interest payable pursuant to these Conditions;
- (vi) references to Notes being “**outstanding**” shall be construed in accordance with the Trust Deed;
- (vii) if an expression is stated in Condition 2(a) (*Interpretation – Definitions*) to have the meaning given in the relevant Pricing Supplement, but the relevant Pricing Supplement gives no such meaning or specifies that such expression is “**not applicable**” then such expression is not applicable to the Notes; and
- (viii) any reference to:
 - (A) the Trust Deed shall be construed as a reference to the Non-Guaranteed Notes Trust Deed, the Guaranteed Notes Trust Deed or the relevant Alternative Trust Deed, as the case may be,
 - (B) the Agency Agreement shall be construed as a reference to the Non-Guaranteed Notes Agency Agreement, the Guaranteed Notes Agency Agreement or the relevant Alternative Agency Agreement, as the case may be,
 - (C) a Deed of Guarantee shall be construed as a reference to the relevant Deed of Guarantee,each as amended and/or supplemented up to and including the Issue Date of the Notes.

3. Form, Denomination, Title and Transfer

- (a) **Bearer Notes:** Bearer Notes are in the Specified Denomination(s) with Coupons and, if specified in the relevant Pricing Supplement, Talons attached at the time of issue. In the case of a Series of Bearer Notes with more than one Specified Denomination, Bearer Notes of one Specified Denomination will not be exchangeable for Bearer Notes of another Specified Denomination.
- (b) **Title to Bearer Notes:** Title to Bearer Notes and the Coupons will pass by delivery. In the case of Bearer Notes, “**Holder**” means the holder of such Bearer Note and “**Noteholder**” and “**Couponholder**” shall be construed accordingly.
- (c) **Registered Notes:** Registered Notes are in the Specified Denomination(s), which may include a minimum denomination specified in the relevant Pricing Supplement and higher integral multiples of a smaller amount specified in the relevant Pricing Supplement.
- (d) **Title to Registered Notes:** The Registrar will maintain a register outside the United Kingdom in accordance with the provisions of the Agency Agreement. A certificate (each, a “**Note Certificate**”) will be issued to each Holder of Registered Notes in respect of its registered holding. Each Note

Certificate will be numbered serially with an identifying number which will be recorded in the register (the “**Register**”). In the case of Registered Notes, “**Holder**” means the person in whose name such Registered Note is for the time being registered in the Register (or, in the case of a joint holding, the first named thereof) and “**Noteholder**” shall be construed accordingly. If so specified in the relevant Pricing Supplement, no Note Certificate shall be issued in respect of the relevant Tranche of Notes, all references to “**Holder**” shall mean the person appearing in the records of the Specified Clearing System as the Accountholder entitled to such Notes and “**Noteholder**” shall be construed accordingly.

- (e) **Ownership:** The Holder of any Note or Coupon shall (except as otherwise required by law) be treated as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any other interest therein, any writing thereon or, in the case of Registered Notes, on the Note Certificate relating thereto (other than the endorsed form of transfer) or any notice of any previous loss or theft thereof) and no Person shall be liable for so treating such Holder. No person shall have any right to enforce any term or condition of any Note, the Deed of Guarantee, as applicable or the Trust Deed under the Contracts (Rights of Third Parties) Act 1999.
- (f) **Transfers of Registered Notes:** Subject to paragraphs (i) (*Closed periods*) and (j) (*Regulations concerning transfers and registration*) below, a Registered Note may be transferred upon surrender of the relevant Note Certificate, with the endorsed form of transfer duly completed, at the Specified Office of the Registrar or any Transfer Agent, together with such evidence as the Registrar or (as the case may be) such Transfer Agent may reasonably require to prove the title of the transferor and the authority of the individuals who have executed the form of transfer; **provided, however, that** a Registered Note may not be transferred unless the principal amount of Registered Notes transferred and (where not all of the Registered Notes held by a Holder are being transferred) the principal amount of the balance of Registered Notes not transferred are in Specified Denominations. Where not all the Registered Notes represented by the surrendered Note Certificate are the subject of the transfer, a new Note Certificate in respect of the balance of the Registered Notes will be issued to the transferor.
- (g) **Registration and delivery of Note Certificates:** Within five business days of the surrender of a Note Certificate in accordance with paragraph (f) (*Transfers of Registered Notes*) above, the Registrar will register the transfer in question and deliver a new Note Certificate of a like principal amount to the Registered Notes transferred to each relevant Holder at its Specified Office or (as the case may be) the Specified Office of any Transfer Agent or (at the request and risk of any such relevant Holder) by uninsured first class mail (airmail if overseas) to the address specified for the purpose by such relevant Holder. In this paragraph, “**business day**” means a day on which commercial banks are open for general business (including dealings in foreign currencies) in the city where the Registrar or (as the case may be) the relevant Transfer Agent has its Specified Office.
- (h) **No charge:** The transfer of a Registered Note will be effected without charge by or on behalf of the Issuer or the Registrar or any Transfer Agent but against such indemnity as the Registrar or (as the case may be) such Transfer Agent may require in respect of any tax or other duty of whatsoever nature which may be levied or imposed in connection with such transfer.
- (i) **Closed periods:** Noteholders may not require transfers to be registered:
 - (i) during the period of 15 days ending on the due date for any payment of principal or interest in respect of the Registered Notes;
 - (ii) during the period of 15 days ending on any date on which Notes may be called for redemption by the Issuer at its option pursuant to Condition 11(b) (*Redemption for tax reasons*) or Condition 11(c) (*Redemption at the option of the Issuer*); and
 - (iii) after a Change of Control Put Exercise Notice or Put Option Notice has been delivered in respect of the relevant Note(s) in accordance with Condition 11(e) (*Redemption for Change of Control*) or Condition 11(f) (*Redemption of the Senior Notes or the Dated Subordinated Notes at the option of the Noteholders*).

- (j) **Regulations concerning transfers and registration:** All transfers of Registered Notes and entries on the Register are subject to the detailed regulations concerning the transfer of Registered Notes scheduled to the Agency Agreement. The regulations may be changed by the Issuer with the prior written approval of the Registrar. A copy of the current regulations will be mailed (free of charge) by the Registrar to any Noteholder who requests in writing a copy of such regulations.

4. Status of the Notes and Guarantee of Guaranteed Notes

- (a) **Status of the Senior Notes:** The Senior Notes and any related Receipts and Coupons constitute direct, general, unsecured, unconditional and unsubordinated obligations of the Issuer which will at all times rank *pari passu* without any preference among themselves and at least *pari passu* with all other present and future unsecured and unsubordinated obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

- (b) **Status of the Subordinated Notes:**

Provisions relating to the status of Subordinated Notes will be set out in the relevant Pricing Supplement.

- (c) **Guarantee of the Senior Guaranteed Notes:**

In the case of any Senior Guaranteed Note, the Guarantor will in the Deed of Guarantee unconditionally and irrevocably guarantee the due and punctual payment of all sums from time to time payable by the Issuer in respect of the Notes. This Guarantee of the Notes constitutes direct, general, unconditional and unsubordinated obligations of the Guarantor which will at all times rank at least *pari passu* with all other present and future unsecured and unsubordinated obligations of the Guarantor, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

- (d) **Guarantee of the Subordinated Guaranteed Notes:**

In the case of any Subordinated Guaranteed Note, provisions relating to the status of the Guarantee of the Notes will be set out in the relevant Pricing Supplement.

5. Covenants

- (a) **Undertaking to Maintain Ratings:** So long as any Note remains outstanding, save with the approval of an Extraordinary Resolution of holders of the Notes, each Relevant Obligor undertakes that it will use all its reasonable endeavours to maintain the rating on the Notes by a Rating Agency specified in the relevant Pricing Supplement.
- (b) **Notification to NDRC:** Where the NDRC Circular applies to the Tranche of Notes to be issued in accordance with these Conditions and the Trust Deed, the Bank undertakes to provide or cause to be provided a notification to the NDRC of the requisite information and documents within the prescribed timeframe after the relevant Issue Date in accordance with the NDRC Circular and any implementation rules as may be issued by the NDRC prior to the completion of such notification.

6. Fixed Rate Note Provisions

- (a) **Application:** This Condition 6 (*Fixed Rate Note Provisions*) is applicable to the Notes only if the Fixed Rate Note Provisions are specified in the relevant Pricing Supplement as being applicable.
- (b) **Accrual of interest:** The Notes bear interest from the Interest Commencement Date at the Rate of Interest payable in arrear on each Interest Payment Date, subject as provided in Conditions 12 (*Payments – Bearer Notes*) and 13 (*Payments – Registered Notes*). Each Note will cease to bear interest from the due date for final redemption unless, upon due presentation, payment of the Redemption Amount is improperly withheld or refused, in which case it will continue to bear interest in accordance with this Condition 6 (as well after as before judgment) until whichever is the earlier

of (i) the day on which all sums due in respect of such Note up to that day are received by or on behalf of the relevant Noteholder and (ii) the day which is seven days after the Principal Paying Agent or the Trustee has notified the Noteholders that it has received all sums due in respect of the Notes up to such seventh day (except to the extent that there is any subsequent default in payment).

- (c) **Fixed Coupon Amount:** The amount of interest payable in respect of each Note for any Interest Period shall be the relevant Fixed Coupon Amount and, if the Notes are in more than one Specified Denomination, shall be the relevant Fixed Coupon Amount in respect of the relevant Specified Denomination.
- (d) **Calculation of interest amount:** The amount of interest payable in respect of each Note for any period for which a Fixed Coupon Amount is not specified shall be calculated by applying the Rate of Interest to the Calculation Amount, multiplying the product by the relevant Day Count Fraction, rounding the resulting figure to the nearest sub-unit of the Specified Currency (half a sub-unit being rounded upwards) and multiplying such rounded figure by a fraction equal to the Specified Denomination of such Note divided by the Calculation Amount. For this purpose a “sub-unit” means, in the case of any currency other than euro, the lowest amount of such currency that is available as legal tender in the country of such currency and, in the case of euro, means one cent.

7. Floating Rate Note Provisions

- (a) **Application:** This Condition 7 (*Floating Rate Note Provisions*) is applicable to the Notes only if the Floating Rate Note Provisions are specified in the relevant Pricing Supplement as being applicable.
- (b) **Accrual of interest:** The Notes bear interest from the Interest Commencement Date at the Rate of Interest payable in arrear on each Interest Payment Date, subject as provided in Conditions 12 (*Payments – Bearer Notes*) and 13 (*Payments – Registered Notes*). Each Note will cease to bear interest from the due date for final redemption unless, upon due presentation, payment of the Redemption Amount is improperly withheld or refused, in which case it will continue to bear interest in accordance with this Condition (as well after as before judgment) until whichever is the earlier of (i) the day on which all sums due in respect of such Note up to that day are received by or on behalf of the relevant Noteholder and (ii) the day which is seven days after the Principal Paying Agent has notified the Noteholders that it has received all sums due in respect of the Notes up to such seventh day (except to the extent that there is any subsequent default in payment).
- (c) **Screen Rate Determination:** If Screen Rate Determination is specified in the relevant Pricing Supplement as the manner in which the Rate(s) of Interest is/are to be determined, the Rate of Interest applicable to the Notes for each Interest Period will be determined by the Calculation Agent on the following basis:
 - (i) if the Reference Rate is a composite quotation or customarily supplied by one entity, the Calculation Agent will determine the Reference Rate which appears on the Relevant Screen Page as of the Relevant Time on the relevant Interest Determination Date;
 - (ii) in any other case, the Calculation Agent will determine the arithmetic mean of the Reference Rates which appear on the Relevant Screen Page as of the Relevant Time on the relevant Interest Determination Date;
 - (iii) if, in the case of (i) above, such rate does not appear on that page or, in the case of (ii) above, fewer than two such rates appear on that page or if, in either case, the Relevant Screen Page is unavailable, the Calculation Agent will:
 - (A) request the principal Relevant Financial Centre office of each of the Reference Banks to provide a quotation of the Reference Rate at approximately the Relevant Time on the Interest Determination Date to prime banks in the Relevant Financial Centre interbank market in an amount that is representative for a single transaction in that market at that time; and
 - (B) determine the arithmetic mean of such quotations; and

- (iv) if fewer than two such quotations are provided as requested, the Calculation Agent will determine the arithmetic mean of the rates (being the nearest to the Reference Rate, as determined by the Calculation Agent) quoted by major banks in the Principal Financial Centre of the Specified Currency, selected by the Issuer, at approximately 11.00 a.m. (local time in the Principal Financial Centre of the Specified Currency) on the first day of the relevant Interest Period for loans in the Specified Currency for a period equal to the relevant Interest Period and in an amount that is representative for a single transaction in that market at that time,

and the Rate of Interest for such Interest Period shall be the sum of the Margin and the rate or (as the case may be) the arithmetic mean so determined; **provided, however, that** if the Calculation Agent is unable to determine a rate or (as the case may be) an arithmetic mean in accordance with the above provisions in relation to any Interest Period, the Rate of Interest applicable to the Notes during such Interest Period will be the sum of the Margin and the rate or (as the case may be) the arithmetic mean last determined in relation to the Notes in respect of a preceding Interest Period.

- (v) notwithstanding the foregoing, if the Reference Rate from time to time in respect of Floating Rate Notes is specified hereon as CNH HIBOR:

- (A) the Rate of Interest for each Interest Period will, subject as provided below, be either:

- (1) the offered quotation; or
- (2) the arithmetic mean of the offered quotations,

(expressed as a percentage rate per annum) for the Reference Rate which appears on the Relevant Screen Page as at 11.15 a.m. (Hong Kong time) or if, at or around that time it is notified that the fixing will be published at 2.30 p.m. (Hong Kong time), then 2.30 p.m. (Hong Kong time) on the Interest Determination Date in question as determined by the Calculation Agent.

- (B) and the Relevant Screen Page is not available or, if sub-paragraph (v)(A)(1) above applies and no such offered quotation appears on the Relevant Screen Page, or, if subparagraph (v)(A)(2) above applies and fewer than three such offered quotations appear on the Relevant Screen Page, in each case as at the time specified above, subject as provided below, the Calculation Agent shall request the principal Hong Kong office of each of the Reference Banks to provide the Calculation Agent with its offered quotation (expressed as a percentage rate per annum) for the Reference Rate at approximately 11.15 a.m. (Hong Kong time) on the Interest Determination Date in question. If two or more of the Reference Banks provide the Calculation Agent with such offered quotations, the Rate of Interest for such Interest Period shall be the arithmetic mean of such offered quotations as determined by the Calculation Agent. If all four Reference Banks provide the Calculation Agent with such offered quotations, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Calculation Agent for the purpose of determining the arithmetic mean of such offered quotations;

- (C) if subparagraph (v)(B) above applies and the Calculation Agent determines that fewer than two Reference Banks are providing offered quotations, subject as provided below, the Rate of Interest shall be the arithmetic mean of the rates per annum (expressed as a percentage) as communicated to (and at the request of) the Calculation Agent by the Reference Banks or any two or more of them, at which such banks were offered at approximately 11.15 a.m. (Hong Kong time) on the relevant Interest Determination Date, deposits in CNH for a period equal to that which would have been used for the Reference Rate by leading banks in the Hong Kong inter-bank market. If fewer than two of the Reference Banks provide the Calculation Agent with such offered rates, the Rate of Interest shall be (i) the offered rate for deposits in CNH for a period equal to that which would have been used for the Reference Rate by a bank, or (ii) the arithmetic mean of the offered rates for deposits in CNH for a period equal to that which would have been used for the Reference Rate by two or more banks, in each case as informed to the Calculation

Agent by such bank or banks (which shall be such bank or banks being in the opinion of the Issuer suitable for such purpose) as being quoted by each such bank at approximately 11.15 a.m. (Hong Kong time) on the relevant Interest Determination Date to leading banks in the Hong Kong inter-bank market, provided that, if the Rate of Interest cannot be determined in accordance with the foregoing provisions of this paragraph, the Rate of Interest shall be determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum or Minimum Rate of Interest is to be applied to the relevant Interest Period from that which applied to the last preceding Interest Period, the Margin or Maximum or Minimum Rate of Interest relating to the relevant Interest Period, in place of the Margin or Maximum or Minimum Rate of Interest relating to that last preceding Interest Period); and

(D) in no event shall the Rate of Interest be less than zero per cent. per annum.

If the Reference Rate from time to time in respect of Floating Rate Notes is specified hereon as being other than CNH HIBOR, the Rate of Interest in respect of such Notes will be determined as provided hereon.

- (d) **ISDA Determination:** If ISDA Determination is specified in the relevant Pricing Supplement as the manner in which the Rate(s) of Interest is/are to be determined, the Rate of Interest applicable to the Notes for each Interest Period will be the sum of the Margin and the relevant ISDA Rate where “**ISDA Rate**” in relation to any Interest Period means a rate equal to the Floating Rate (as defined in the ISDA Definitions) that would be determined by the Calculation Agent under an interest rate swap transaction if the Calculation Agent were acting as Calculation Agent for that interest rate swap transaction under the terms of an agreement incorporating the ISDA Definitions and under which:
 - (i) the Floating Rate Option (as defined in the ISDA Definitions) is as specified in the relevant Pricing Supplement;
 - (ii) the Designated Maturity (as defined in the ISDA Definitions) is a period specified in the relevant Pricing Supplement; and
 - (iii) the relevant Reset Date (as defined in the ISDA Definitions) is either (A) if the relevant Floating Rate Option is based on (x) the London inter-bank offered rate (LIBOR), (y) the Eurozone inter-bank offered rate (EURIBOR) or (z) the Hong Kong inter-bank offered rate (HIBOR) for a currency, the first day of that Interest Period or (B) in any other case, as specified in the relevant Pricing Supplement.
- (e) **Maximum or Minimum Rate of Interest:** If any Maximum Rate of Interest or Minimum Rate of Interest is specified in the relevant Pricing Supplement, then the Rate of Interest shall in no event be greater than the maximum or be less than the minimum so specified.
- (f) **Calculation of Interest Amount:** The Calculation Agent will, as soon as practicable after the time at which the Rate of Interest is to be determined in relation to each Interest Period, calculate the Interest Amount payable in respect of each Note for such Interest Period. The Interest Amount will be calculated by applying the Rate of Interest for such Interest Period to the Calculation Amount, multiplying the product by the relevant Day Count Fraction, rounding the resulting figure to the nearest sub-unit of the Specified Currency (half a sub-unit being rounded upwards) and multiplying such rounded figure by a fraction equal to the Specified Denomination of the relevant Note divided by the Calculation Amount. For this purpose a “**sub-unit**” means, in the case of any currency other than euro, the lowest amount of such currency that is available as legal tender in the country of such currency and, in the case of euro, means one cent.
- (g) **Calculation of other amounts:** If the relevant Pricing Supplement specifies that any other amount is to be calculated by the Calculation Agent, the Calculation Agent will, as soon as practicable after the time or times at which any such amount is to be determined, calculate the relevant amount. The relevant amount will be calculated by the Calculation Agent in the manner specified in the relevant Pricing Supplement.

- (h) **Publication:** The Calculation Agent will cause each Rate of Interest and Interest Amount determined by it, together with the relevant Interest Payment Date, and any other amount(s) required to be determined by it together with any relevant payment date(s) to be notified to the Paying Agents and each competent authority, stock exchange and/or quotation system (if any) by which the Notes have then been admitted to listing, trading and/or quotation as soon as practicable after such determination but (in the case of each Rate of Interest, Interest Amount and Interest Payment Date) in any event not later than the first day of the relevant Interest Period. Notice thereof shall also promptly be given to the Noteholders. The Calculation Agent will be entitled to recalculate any Interest Amount (on the basis of the foregoing provisions) without notice in the event of an extension or shortening of the relevant Interest Period. If the Calculation Amount is less than the minimum Specified Denomination the Calculation Agent shall not be obliged to publish each Interest Amount but instead may publish only the Calculation Amount and the Interest Amount in respect of a Note having the minimum Specified Denomination.
- (i) **Notifications etc:** All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of this Condition by the Calculation Agent will (in the absence of manifest error) be binding on each Relevant Obligor, the Paying Agents, the Noteholders and the Couponholders and (subject as aforesaid) no liability to any such Person will attach to the Calculation Agent in connection with the exercise or non-exercise by it of its powers, duties and discretions for such purposes.

8. Deferral of Interest on Undated Subordinated Notes:

Provisions relating to the deferral of interest on Undated Subordinated Notes will be set out in the relevant Pricing Supplement.

9. Zero Coupon Note Provisions

- (a) **Application:** This Condition 9 (*Zero Coupon Note Provisions*) is applicable to the Notes only if the Zero Coupon Note Provisions are specified in the relevant Pricing Supplement as being applicable.
- (b) **Late payment on Zero Coupon Notes:** If the Redemption Amount payable in respect of any Zero Coupon Note is improperly withheld or refused, the Redemption Amount shall thereafter be an amount equal to the sum of:
- (i) the Reference Price; and
 - (ii) the product of the Accrual Yield (compounded annually) being applied to the Reference Price on the basis of the relevant Day Count Fraction from (and including) the Issue Date to (but excluding) whichever is the earlier of (A) the day on which all sums due in respect of such Note up to that day are received by or on behalf of the relevant Noteholder and (B) the day which is seven days after the Principal Paying Agent has notified the Noteholders that it has received all sums due in respect of the Notes up to such seventh day (except to the extent that there is any subsequent default in payment).

10. Dual Currency Note Provisions

- (a) **Application:** This Condition 10 (*Dual Currency Note Provisions*) is applicable to the Notes only if the Dual Currency Note Provisions are specified in the relevant Pricing Supplement as being applicable.
- (b) **Rate of Interest:** If the rate or amount of interest falls to be determined by reference to an exchange rate, the rate or amount of interest payable shall be determined in the manner specified in the relevant Pricing Supplement.

11. Redemption and Purchase

- (a) **Scheduled redemption:** Unless previously redeemed, or purchased and cancelled, each Note which is not an Undated Subordinated Note will be redeemed at its Final Redemption Amount on the Maturity Date, subject as provided in Conditions 12 (*Payments – Bearer Notes*) and 13 (*Payments – Registered Notes*). If such Note is an Undated Subordinated Note, it has no final maturity and is only redeemable in accordance with the following provisions of this Condition 11 or Condition 15(b) (*Events of Default relating to Subordinated Notes*).

(b) **Redemption for tax reasons:** Subject (in the case of Subordinated Notes) to Condition 11(i) (*Additional Conditions for Redemption of Subordinated Notes*), where the Issuer is a Branch Issuer or a Subsidiary Issuer, the Notes may be redeemed at the option of the Issuer in whole, but not in part:

- (i) at any time (if the Floating Rate Note Provisions are not specified in the relevant Pricing Supplement as being applicable); or
- (ii) on any Interest Payment Date (if the Floating Rate Note Provisions are not specified in the relevant Pricing Supplement as being applicable),

on giving not less than 30 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable), at their Early Redemption Amount (Tax), together with interest accrued (if any) to the date fixed for redemption, if, immediately before giving such notice, the Issuer satisfies the Trustee that:

(A) (1) the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 14 (*Taxation*) as a result of any change in, or amendment to, the laws or regulations of a Tax Jurisdiction or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a holding by a court of competent jurisdiction), which change or amendment becomes effective on or after the date on which agreement is reached to issue the first Tranche of Notes; (2) such obligation cannot be avoided by the Issuer taking reasonable measures available to it; and (3) in the case of Subordinated Notes, the prior written approval of the Regulatory Authority(ies) specified in the relevant Pricing Supplement shall have been obtained

(B) in the case of Guaranteed Notes:

- (1) the Guarantor has or (if a demand was made under the Guarantee of the Notes) would become obliged to pay additional amounts as provided or referred to in Condition 14 (*Taxation*) as a result of any change in, or amendment to, the laws or regulations of a Tax Jurisdiction or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a holding by a court of competent jurisdiction), which change or amendment becomes effective on or after the date on which agreement is reached to issue the first Tranche of Notes;
- (2) such obligation cannot be avoided by the Guarantor taking reasonable measures available to it; and
- (3) in the case of Subordinated Guaranteed Notes, the prior written approval of the Regulatory Authority(ies) specified in the relevant Pricing Supplement shall have been obtained;

provided, however, that no such notice of redemption shall be given earlier than:

- (i) where the Notes may be redeemed at any time, 90 days prior to the earliest date on which the Relevant Obligor would be obliged to pay such additional amounts if a payment in respect of the Notes were then due; or
- (ii) where the Notes may be redeemed only on an Interest Payment Date, 60 days prior to the Interest Payment Date occurring immediately before the earliest date on which the Relevant Obligor would be obliged to pay such additional amounts if a payment in respect of the Notes were then due.

Prior to the publication of any notice of redemption pursuant to this paragraph, the Issuer shall procure that there is delivered to the Trustee (A) a certificate signed by two directors of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and (B) an opinion of independent legal advisers of recognised standing to the effect that the Relevant Obligor has or will become obliged to pay such additional amounts as a result of such change or amendment and, further (C) in the case of Subordinated Notes, a copy of the written approval of the Regulatory Authority(ies) specified in the applicable Pricing Supplement.

The Trustee shall be entitled without further enquiry to accept such written approval (where applicable), certificate and opinion as sufficient evidence of the satisfaction of the circumstances set out above, in which event they shall be conclusive and binding on the holders of the Notes, Receipts and Coupons.

Upon the expiry of any such notice as is referred to in this Condition 11(b), the Issuer shall be bound to redeem the Notes accordingly.

- (c) **Redemption at the option of the Issuer:** Subject (in the case of Subordinated Notes) to Condition 11(i) (*Additional Conditions for Redemption of Subordinated Notes*), if the Call Option is specified in the relevant Pricing Supplement as being applicable, the Notes may be redeemed at the option of the Issuer in whole or, if so specified in the relevant Pricing Supplement, in part on any Optional Redemption Date (Call) at the relevant Optional Redemption Amount (Call) on the Relevant Obligor's having (1) in the case of Subordinated Notes, obtained the prior written approval from the Regulatory Authority(ies) specified in the applicable Pricing Supplement, and (2) given:

- (i) not less than 15 nor more than 30 days' notice to the Noteholders in accordance with Condition 22 (*Notices*); and
- (ii) not less than 15 days before the giving of the notice referred to in (i), notice to the Principal Paying Agent and, in the case of a redemption of Registered Notes, the Registrar;

(which notices shall be irrevocable and shall specify the fixed date for redemption), redeem all or some only of the Notes then outstanding on any Optional Redemption Date (Call) and at the Optional Redemption Amount(s) specified in, or determined in the manner specified in, the applicable Pricing Supplement together, if appropriate, with interest accrued to (but excluding) the relevant Optional Redemption Date (Call); **provided, however, that**, in the case of Subordinated Notes, such redemption shall be subject to the prior written approval of the relevant Regulatory Authority(ies) pursuant to the relevant regulations, as set out in the applicable Pricing Supplement, in effect at the applicable time.

- (d) **Partial redemption:** If the Notes are to be redeemed in part only on any date in accordance with Condition 11(c) (*Redemption at the option of the Issuer*), in the case of Bearer Notes, the Notes to be redeemed shall be selected by the drawing of lots in such place as the Principal Paying Agent approves and in such manner as the Principal Paying Agent considers appropriate, subject to compliance with applicable law, the rules of each competent authority, stock exchange and/or quotation system (if any) by which the Notes have then been admitted to listing, trading and/or quotation and the notice to Noteholders referred to in Condition 11(c) (*Redemption at the option of the Issuer*) shall specify the serial numbers of the Notes so to be redeemed, and, in the case of Registered Notes, each Note shall be redeemed in part in the proportion which the aggregate principal amount of the outstanding Notes to be redeemed on the relevant Optional Redemption Date (Call) bears to the aggregate principal amount of outstanding Notes on such date. If any Maximum Redemption Amount or Minimum Redemption Amount is specified in the relevant Pricing Supplement, then the Optional Redemption Amount (Call) shall in no event be greater than the maximum or be less than the minimum so specified.
- (e) **Redemption for Change of Control:** In the case of Notes issued by a Subsidiary Issuer, subject (in the case of Subordinated Notes) to Condition 11(i) (*Additional Conditions for Redemption of Subordinated Notes*), if Change of Control Put is specified in the relevant Pricing Supplement as being applicable, at any time following the occurrence of a Change of Control, the holder of any Note will have the right, at such holder's option, to require the Issuer to redeem all, but not some

only, of that holder's Notes on the Change of Control Put Date at a price equal to the Early Redemption Amount (Change of Control), together with accrued interest up to, but excluding, the Change of Control Put Date. To exercise such right, the holder of the relevant Note must deposit at the specified office of any Paying Agent a duly completed and signed notice of redemption, in the form for the time being current, obtainable from the specified office of any Paying Agent (a "**Change of Control Put Exercise Notice**"), together with the Certificate evidencing the Notes to be redeemed, by not later than 30 days following a Change of Control, or, if later, 30 days following the date upon which notice thereof is given to Noteholders by the Issuer in accordance with Condition 22 (*Notices*). The "**Change of Control Put Date**" shall be the fourteenth day after the expiry of such period of 30 days as referred to above in this Condition 11(e).

A Change of Control Put Exercise Notice, once delivered, shall be irrevocable and the Issuer shall redeem the Notes which are the subject of Change of Control Put Exercise Notices delivered as aforesaid on the Change of Control Put Date.

The Issuer shall give notice to Noteholders (in accordance with Condition 22 (*Notices*)) and the Trustee by not later than 14 days following the first day on which it becomes aware of the occurrence of a Change of Control, which notice shall specify the procedure for exercise by holders of their rights to require redemption of the Notes pursuant to this Condition 11(e).

Neither the Trustee nor the Agents shall be required to monitor whether a Change of Control or any event which could lead to the occurrence of a Change of Control has occurred and shall not be liable to Noteholders or any other person for not doing so.

- (f) ***Redemption of the Senior Notes or the Dated Subordinated Notes at the option of the Noteholders:*** Subject (in the case of Subordinated Notes) to Condition 11(i) (*Additional Conditions for Redemption of Subordinated Notes*), if the Put Option is specified in the relevant Pricing Supplement as being applicable, the Issuer shall, at the option of the Holder of any Senior Note or, as the case may be, any Dated Subordinated Note, redeem such Senior Note or, as the case may be, any Dated Subordinated Note on the Optional Redemption Date (Put) specified in the relevant Put Option Notice at the relevant Optional Redemption Amount (Put) together with interest (if any) accrued to such date. In order to exercise the option contained in this Condition 11(f), the Holder of a Senior Note or a Dated Subordinated Note must, not less than 30 nor more than 60 days before the relevant Optional Redemption Date (Put), deposit with any Paying Agent such Senior Note or, as the case may be, such Dated Subordinated Note together with all unmatured Coupons relating thereto and a duly completed Put Option Notice in the form obtainable from any Paying Agent. The Paying Agent with which a Senior Note or, as the case may be, or a Dated Subordinated Note is so deposited shall deliver a duly completed Put Option Receipt to the depositing Senior Noteholder or Dated Subordinated Noteholder. No Senior Note or Dated Subordinated Note, once deposited with a duly completed Put Option Notice in accordance with this Condition 11(f), may be withdrawn; **provided, however, that** if, prior to the relevant Optional Redemption Date (Put), any such Senior Note or Dated Subordinated Note becomes immediately due and payable or, upon due presentation of any such Senior Note or Dated Subordinated Note on the relevant Optional Redemption Date (Put), payment of the redemption moneys is improperly withheld or refused, the relevant Paying Agent shall mail notification thereof to the depositing Senior Noteholder or Dated Subordinated Noteholder at such address as may have been given by such Senior Noteholder or such Dated Subordinated Noteholder in the relevant Put Option Notice and shall hold such Senior Note or such Dated Subordinated Note at its Specified Office for collection by the depositing Senior Noteholder or Dated Subordinated Noteholder against surrender of the relevant Put Option Receipt. For so long as any outstanding Senior Note or Dated Subordinated Note is held by a Paying Agent in accordance with this Condition 11(f), the depositor of such Senior Note or such Dated Subordinated Note and not the Paying Agent shall be deemed to be the Holder of such Senior Note or such Dated Subordinated Note for all purposes. Any Put Option Notice given by a Holder pursuant to this paragraph shall be irrevocable except where prior to the due date of redemption an Event of Default shall have occurred in which event such Holder, at its option, may elect by notice to the Issuer to withdraw the notice given pursuant to this paragraph and instead to declare such Senior Note or Dated Subordinated Note forthwith due and payable pursuant to Condition 15 (*Events of Default*).

- (g) **Early redemption of Zero Coupon Notes:** Unless otherwise specified in the relevant Pricing Supplement, the Redemption Amount payable on redemption of a Zero Coupon Note at any time before the Maturity Date shall be an amount equal to the sum of:
- (i) the Reference Price; and
 - (ii) the product of the Accrual Yield (compounded annually) being applied to the Reference Price from (and including) the Issue Date to (but excluding) the date fixed for redemption or (as the case may be) the date upon which the Note becomes due and payable.

Where such calculation is to be made for a period which is not a whole number of years, the calculation in respect of the period of less than a full year shall be made on the basis of such Day Count Fraction as may be specified in the Pricing Supplement for the purposes of this Condition 11(g) or, if none is so specified, a Day Count Fraction of 30E/360.

- (h) **Purchase:** Any Relevant Obligor or any of its Subsidiaries may at any time purchase Notes in the open market or otherwise and at any price, **provided that** all unmatured Coupons are purchased therewith. The Notes so purchased, while held by or on behalf of any Relevant Obligor or any such Subsidiary, shall not entitle the holder to vote at any meetings of the Noteholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Noteholders or for the purposes of Condition 19(a) (*Meetings of Noteholders*).
- (i) **Additional Conditions for Redemption of Subordinated Notes:** The additional conditions for redemption of Subordinated Notes (including, but not limited to, conditions for redemption of Subordinated Notes for regulatory reasons) will be specified in the applicable Pricing Supplement.

12. Payments – Bearer Notes

This Condition 12 is only applicable to Bearer Notes.

- (a) **Principal:** Payments of principal shall be made only against presentation and (**provided that** payment is made in full) surrender of Bearer Notes at the Specified Office of any Paying Agent outside the United States (i) in the case of a currency other than Renminbi, by cheque drawn in the currency in which the payment is due on, or by transfer to an account denominated in that currency (or, if that currency is euro, any other account to which euro may be credited or transferred) and maintained by the payee with, a bank in the Principal Financial Centre of that currency, and (ii) in the case of Renminbi, by transfer to an account denominated in that currency and maintained by the payee with a bank in the Principal Financial Centre of that currency.
- (b) **Interest:** Payments of interest shall, subject to paragraph (h) below, be made only against presentation and (**provided that** payment is made in full) surrender of the appropriate Coupons at the Specified Office of any Paying Agent outside the United States in the manner described in paragraph (a) above.

Payments of principal and interest in respect of Bearer Notes held in the CMU Service will be made to the person(s) for whose account(s) interests in the relevant Bearer Note are credited as being held with the CMU Service in accordance with the CMU Rules (as defined in the Agency Agreement) at the relevant time as notified to the CMU Lodging and Paying Agent by the CMU Service in a relevant CMU Instrument Position Report (as defined in the Agency Agreement) or any other relevant notification by the CMU Service, which notification shall be conclusive evidence of the records of the CMU Service (save in the case of manifest or proven error) and payment made in accordance thereof shall discharge the obligations of the Issuer, or, as the case may be, the Guarantor, in respect of that payment.

- (c) **Payments in New York City:** Payments of principal or interest may be made at the Specified Office of a Paying Agent in New York City if (i) the Issuer has appointed Paying Agents outside the United States with the reasonable expectation that such Paying Agents will be able to make payment of the full amount of the interest on the Notes in the currency in which the payment is due when due, (ii) payment of the full amount of such interest at the offices of all such Paying Agents is illegal or effectively precluded by exchange controls or other similar restrictions and (iii) payment is permitted by applicable United States law.

- (d) **Payments subject to fiscal laws:** All payments in respect of the Bearer Notes are subject in all cases to (i) any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 14 (*Taxation*), and (ii) notwithstanding the provisions of Condition 14 (*Taxation*), any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the US Internal Revenue Code of 1986 (the “**Code**”) or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof or (without prejudice to the provisions of Condition 14 (*Taxation*) any law implementing an intergovernmental approach thereto. No commissions or expenses shall be charged to the Noteholders or Couponholders in respect of such payments.
- (e) **Deductions for unmatured Coupons:** If the relevant Pricing Supplement specifies that the Fixed Rate Note Provisions are applicable and a Bearer Note is presented without all unmatured Coupons relating thereto:
- (i) if the aggregate amount of the missing Coupons is less than or equal to the amount of principal due for payment, a sum equal to the aggregate amount of the missing Coupons will be deducted from the amount of principal due for payment; **provided, however, that** if the gross amount available for payment is less than the amount of principal due for payment, the sum deducted will be that proportion of the aggregate amount of such missing Coupons which the gross amount actually available for payment bears to the amount of principal due for payment;
 - (ii) if the aggregate amount of the missing Coupons is greater than the amount of principal due for payment:
 - (A) so many of such missing Coupons shall become void (in inverse order of maturity) as will result in the aggregate amount of the remainder of such missing Coupons (the “**Relevant Coupons**”) being equal to the amount of principal due for payment; **provided, however, that** where this sub-paragraph would otherwise require a fraction of a missing Coupon to become void, such missing Coupon shall become void in its entirety; and
 - (B) a sum equal to the aggregate amount of the Relevant Coupons (or, if less, the amount of principal due for payment) will be deducted from the amount of principal due for payment; **provided, however, that**, if the gross amount available for payment is less than the amount of principal due for payment, the sum deducted will be that proportion of the aggregate amount of the Relevant Coupons (or, as the case may be, the amount of principal due for payment) which the gross amount actually available for payment bears to the amount of principal due for payment.
- Each sum of principal so deducted shall be paid in the manner provided in paragraph (a) above against presentation and (**provided that** payment is made in full) surrender of the relevant missing Coupons.
- (f) **Unmatured Coupons void:** If the relevant Pricing Supplement specifies that this Condition 12(f) is applicable or that the Floating Rate Note Provisions are applicable, on the due date for final redemption of any Note or early redemption in whole of such Note pursuant to Condition 11(b) (*Redemption and Purchase – Redemption for tax reasons*), Condition 11(c) (*Redemption and Purchase – Redemption at the option of the Issuer*), Condition 11(e) (*Redemption for Change of Control*) or Condition 11(f) (*Redemption of the Senior Notes or the Dated Subordinated Notes at the option of the Noteholders*) or Condition 15 (*Events of Default*), all unmatured Coupons relating thereto (whether or not still attached) shall become void and no payment will be made in respect thereof.
- (g) **Payments on business days:** If the due date for payment of any amount in respect of any Bearer Note or Coupon is not a Payment Business Day in the place of presentation, the Holder shall not be entitled to payment in such place of the amount due until the next succeeding Payment Business Day in such place and shall not be entitled to any further interest or other payment in respect of any such delay.
- (h) **Payments other than in respect of matured Coupons:** Payments of interest other than in respect of matured Coupons shall be made only against presentation of the relevant Bearer Notes at the Specified Office of any Paying Agent outside the United States (or in New York City if permitted by paragraph (c) above).

- (i) **Partial payments:** If a Paying Agent makes a partial payment in respect of any Bearer Note or Coupon presented to it for payment, such Paying Agent will endorse thereon a statement indicating the amount and date of such payment.
- (j) **Exchange of Talons:** On or after the maturity date of the final Coupon which is (or was at the time of issue) part of a Coupon Sheet relating to the Bearer Notes, the Talon forming part of such Coupon Sheet may be exchanged at the Specified Office of the Principal Paying Agent for a further Coupon Sheet (including, if appropriate, a further Talon but excluding any Coupons in respect of which claims have already become void pursuant to Condition 16 (*Prescription*)). Upon the due date for redemption of any Bearer Note, any unexchanged Talon relating to such Note shall become void and no Coupon will be delivered in respect of such Talon.

13. Payments – Registered Notes

This Condition 13 is only applicable to Registered Notes.

- (a) **Principal:** Payments of principal shall be made (i) in the case of a currency other than Renminbi, by cheque drawn in the currency in which the payment is due drawn on, or, upon application by a Holder of a Registered Note to the Specified Office of the Principal Paying Agent not later than the fifteenth day before the due date for any such payment, by transfer to an account denominated in that currency (or, if that currency is euro, any other account to which euro may be credited or transferred) and maintained by the payee with, a bank in the Principal Financial Centre of that currency (in the case of a sterling cheque, a town clearing branch of a bank in the City of London), and (ii) in the case of Renminbi, by transfer to an account denominated in that currency and maintained by the payee with a bank in Hong Kong, and (in the case of redemption) upon surrender (or, in the case of part payment only, endorsement) of the relevant Note Certificates at the Specified Office of any Paying Agent.
- (b) **Interest:** Payments of interest shall be made (i) in the case of a currency other than Renminbi, by cheque drawn in the currency in which the payment is due drawn on, or, upon application by a Holder of a Registered Note to the Specified Office of the Principal Paying Agent not later than the fifteenth day before the due date for any such payment, by transfer to an account denominated in that currency (or, if that currency is euro, any other account to which euro may be credited or transferred) and maintained by the payee with, a bank in the Principal Financial Centre of that currency (in the case of a sterling cheque, a town clearing branch of a bank in the City of London), and (ii) in the case of Renminbi, by transfer to an account denominated in that currency and maintained by the payee with a bank in Hong Kong, and (in the case of interest payable on redemption) upon surrender (or, in the case of part payment only, endorsement) of the relevant Note Certificates at the Specified Office of any Paying Agent.

Payments of principal and interest in respect of Registered Notes held in the CMU Service will be made to the person(s) for whose account(s) interests in the relevant Registered Note are credited as being held with the CMU Service in accordance with the CMU Rules (as defined in the Agency Agreement) at the relevant time as notified to the CMU Lodging and Paying Agent by the CMU Service in a relevant CMU Instrument Position Report (as defined in the Agency Agreement) or any other relevant notification by the CMU Service, which notification shall be conclusive evidence of the records of the CMU Service (save in the case of manifest or proven error) and payment made in accordance thereof shall discharge the obligations of the Issuer, or, as the case may be, the Guarantor, in respect of that payment.

- (c) **Payments subject to fiscal laws:** All payments in respect of the Registered Notes are subject in all cases to (i) any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 14 (*Taxation*), and (ii) notwithstanding the provisions of Condition 14 (*Taxation*), any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the Code or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof or (without prejudice to the provisions of Condition 14 (*Taxation*)) any law implementing an intergovernmental approach thereto. No commissions or expenses shall be charged to the Noteholders in respect of such payments.

- (d) **Payments on business days:** Where payment is to be made by transfer to an account, payment instructions (for value the due date, or, if the due date is not Payment Business Day, for value the next succeeding Payment Business Day) will be initiated and, where payment is to be made by cheque, the cheque will be mailed (i) (in the case of payments of principal and interest payable on redemption) on the later of the due date for payment and the day on which the relevant Note Certificate is surrendered (or, in the case of part payment only, endorsed) at the Specified Office of a Paying Agent and (ii) (in the case of payments of interest payable other than on redemption) on the due date for payment. A Holder of a Registered Note shall not be entitled to any interest or other payment in respect of any delay in payment resulting from (A) the due date for a payment not being a Payment Business Day or (B) a cheque mailed in accordance with this Condition 13 arriving after the due date for payment or being lost in the mail.
- (e) **Partial payments:** If a Paying Agent makes a partial payment in respect of any Registered Note, the Issuer shall procure that the amount and date of such payment are noted on the Register and, in the case of partial payment upon presentation of a Note Certificate, that a statement indicating the amount and the date of such payment is endorsed on the relevant Note Certificate.
- (f) **Record date:** Each payment in respect of a Registered Note will be made to the person shown as the Holder in the Register at the close of business in the place of the Registrar's Specified Office on the fifth (in the case of Renminbi) and fifteenth (in the case of a currency other than Renminbi) day before the due date for such payment (the "**Record Date**"). Where payment in respect of a Registered Note is to be made by cheque, the cheque will be mailed to the address shown as the address of the Holder in the Register at the close of business on the relevant Record Date.

So long as the Global Note Certificate is held on behalf of Euroclear, Clearstream or any other clearing system, each payment in respect of the Global Note Certificate will be made to the person shown as the holder in the Register at the close of business of the relevant clearing system on the Clearing System Business Day before the due date for such payments, where "Clearing System Business Day" means a weekday (Monday to Friday, inclusive) except 25 December and 1 January.

14. Taxation

- (a) All payments of principal and interest in respect of the Notes and the Coupons by or on behalf of a Relevant Obligor shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of a Tax Jurisdiction or any political subdivision therein or any authority therein or thereof having power to tax, unless the withholding or deduction of such taxes, duties, assessments, or governmental charges is required by law. In that event, such Relevant Obligor shall pay such additional amounts as will result in receipt by the Noteholders and the Couponholders after such withholding or deduction of such amounts as would have been received by them had no such withholding or deduction been required, except that no such additional amounts shall be payable in respect of any Note or Coupon:
 - (i) held by or on behalf of a Holder which is liable to such taxes, duties, assessments or governmental charges in respect of such Note or Coupon by reason of its having some connection with the jurisdiction by which such taxes, duties, assessments or charges have been imposed, levied, collected, withheld or assessed other than the mere holding of the Note or Coupon; or
 - (ii) where the relevant Note or Coupon or Note Certificate is presented or surrendered for payment more than 30 days after the Relevant Date except to the extent that the Holder of such Note or Coupon would have been entitled to such additional amounts on presenting or surrendering such Note or Coupon or Note Certificate for payment on the last day of such period of 30 days.
- (b) If any Relevant Obligor becomes subject at any time to any taxing jurisdiction other than the Tax Jurisdiction(s), references in these Conditions to the Tax Jurisdiction(s) shall be construed as references to the Tax Jurisdiction(s) and/or such other jurisdiction.

15. Events of Default

(a) *Events of Default relating to Senior Notes*

If any of the following events occurs and is continuing, then the Trustee at its discretion may and, if so requested in writing by Holders of at least one quarter of the aggregate principal amount of the outstanding Senior Notes or if so directed by an Extraordinary Resolution, shall (subject to the Trustee having been indemnified and/or provided with security and/or pre-funded to its satisfaction) give written notice to the Relevant Obligor(s) declaring the Senior Notes to be immediately due and payable, whereupon they shall become immediately due and payable at their Early Termination Amount together with accrued interest (if any) without further action or formality:

- (i) *Non-Payment*: the Relevant Obligors fail to pay the principal of, or any interest on, any of the Notes when due and such failure continues for a period of 30 days;
- (ii) *Breach of Other Obligations*: any Relevant Obligor defaults in the performance or observance of any of its other obligations under or in respect of the Notes, the Deed of Guarantee, as applicable, the Trust Deed, the Agency Agreement and such default remains unremedied for 45 days after written notice has been delivered to the Relevant Obligor(s);

(iii) *Cross-Default*:

- a. any other present or future Public External Indebtedness of a Relevant Obligor or any of its Subsidiaries becomes due and payable prior to its stated maturity by reason of any default, event of default or the like (howsoever described) in respect of the terms thereof; or
- b. any such Public External Indebtedness is not paid when due or, as the case may be, within any applicable grace period,

provided that the aggregate amount of the relevant Public External Indebtedness in respect of which one or more of the events mentioned above in this Condition 15(a)(iii) have occurred equals or exceeds U.S.\$25,000,000 or its equivalent;

- (iv) *Insolvency*: any Relevant Obligor or any of the Material Subsidiaries is insolvent or bankrupt or unable to pay its debts, stops or suspends payment of all or a material part of its debts, proposes or makes any agreement for the deferral, rescheduling or other readjustment of all or a material part of its debts, proposes or makes a general assignment or an arrangement or composition with or for the benefit of the relevant creditors in respect of any of such debts or a moratorium is agreed or declared in respect of or affecting all or a material part of the debts of any Relevant Obligor or any of the Material Subsidiaries;
- (v) *Winding-up*: an order is made or an effective resolution passed for the winding-up or dissolution or administration of any Relevant Obligor or any of the Material Subsidiaries, or any Relevant Obligor ceases to carry on all or a material part of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation (a) on terms approved by an Extraordinary Resolution of the Noteholders, or (b) in the case of a Material Subsidiary, whereby the undertaking and assets of the Material Subsidiary are transferred to or otherwise vested in any Relevant Obligor or another of its Subsidiaries;
- (vi) *Illegality*: it is or will become unlawful for any Relevant Obligor to perform or comply with any one or more of its obligations under any of the Notes, Coupons, the Deed of Guarantee, as applicable or the Trust Deed; or
- (vii) *Guarantee not in force*: in the case of Guaranteed Notes, the Guarantee of the Notes or the Deed of Guarantee is not (or is claimed by the Guarantor not to be) in full force and effect.

(b) *Events of Default relating to Subordinated Notes*:

Events of Default relating to Subordinated Notes will be set out in the relevant Pricing Supplement.

16. Prescription

Claims for principal in respect of Bearer Notes shall become void unless the relevant Bearer Notes are presented for payment within ten years of the appropriate Relevant Date. Claims for interest in respect of Bearer Notes shall become void unless the relevant Coupons are presented for payment within five years of the appropriate Relevant Date. Claims for principal and interest on redemption in respect of Registered Notes shall become void unless the relevant Note Certificates are surrendered for payment within ten years of the appropriate Relevant Date.

17. Replacement of Notes and Coupons

If any Note, Note Certificate or Coupon is lost, stolen, mutilated, defaced or destroyed, it may be replaced at the Specified Office of the Principal Paying Agent, in the case of Bearer Notes, or the Registrar, in the case of Registered Notes (and, if the Notes are then admitted to listing, trading and/or quotation by any competent authority, stock exchange and/or quotation system which requires the appointment of a Paying Agent or Transfer Agent in any particular place, the Paying Agent or Transfer Agent having its Specified Office in the place required by such competent authority, stock exchange and/or quotation system), subject to all applicable laws and competent authority, stock exchange and/or quotation system requirements, upon payment by the claimant of the expenses incurred in connection with such replacement and on such terms as to evidence, security, indemnity and otherwise as the Relevant Obligor(s) may reasonably require. Mutilated or defaced Notes, Note Certificates or Coupons must be surrendered before replacements will be issued.

18. Trustee and Agents

Under the Trust Deed, the Trustee is entitled to be indemnified and relieved from responsibility in certain circumstances and to be paid its costs and expenses in priority to the claims of the Noteholders. In addition, the Trustee is entitled to enter into business transactions with any Relevant Obligor and any entity relating to a Relevant Obligor without accounting for any profit.

In the exercise of its powers and discretions under these Conditions, the Deed of Guarantee, as applicable and the Trust Deed, the Trustee will have regard to the interests of the Noteholders as a class and will not be responsible for any consequence for individual Holders of Notes as a result of such Holders being connected in any way with a particular territory or taxing jurisdiction.

In acting under the Agency Agreement and in connection with the Notes and the Coupons, the Agents act solely as agents of the Relevant Obligor(s) and do not assume any obligations towards or relationship of agency or trust for or with any of the Noteholders or Couponholders.

The initial Agents and their initial Specified Offices are listed below. The initial Calculation Agent (if any) is specified in the relevant Pricing Supplement. The Relevant Obligor(s) reserve the right (with the prior approval of the Trustee) at any time to vary or terminate the appointment of any Agent and to appoint a successor principal paying agent or registrar or Calculation Agent and additional or successor paying agents; **provided, however, that:**

- (i) the Relevant Obligor(s) shall at all times maintain a principal paying agent and a registrar; and
- (ii) if a Calculation Agent is specified in the relevant Pricing Supplement, the Relevant Obligor(s) shall at all times maintain a Calculation Agent; and
- (iii) the Relevant Obligor(s) shall at all times maintain a CMU Lodging and Paying Agent in relation to Notes accepted for clearance through the CMU Service; and
- (iv) if and for so long as the Notes are admitted to listing, trading and/or quotation by any competent authority, stock exchange and/or quotation system which requires the appointment of a Paying Agent and/or a Transfer Agent in any particular place, the Relevant Obligor(s) shall maintain a Paying Agent and/or a Transfer Agent having its Specified Office in the place required by such competent authority, stock exchange and/or quotation system.

Notice of any change in any of the Agents or in their Specified Offices shall promptly be given to the Noteholders.

The Trust Deed provides that, in respect of any Tranche of Notes, the Relevant Obligor(s) may enter into a deed with the Alternative Trustee incorporating all the provisions of the Trust Deed (as modified or amended by such deed or the relevant Pricing Supplement) and thereby constituting such Notes. In such event The Bank of New York Mellon, London Branch as trustee of the Trust Deed shall have no liability or responsibility whatsoever for the appointment of the Alternative Trustee or for any acts, omissions or defaults of any such Alternative Trustee and no fiduciary or agency relationship between any Holder of such Notes and it will be created or implied to be created.

19. Meetings of Noteholders; Modification and Waiver

- (a) **Meetings of Noteholders:** The Trust Deed contains provisions for convening meetings of Noteholders to consider matters relating to the Notes, including the modification of any provision of these Conditions. Any such modification may be made if sanctioned by an Extraordinary Resolution. Such a meeting may be convened by any Relevant Obligor or by the Trustee and shall be convened by the Trustee upon the request in writing of Noteholders holding not less than one-tenth of the aggregate principal amount of the outstanding Notes. The quorum at any meeting convened to vote on an Extraordinary Resolution will be two or more Persons holding or representing one more than half of the aggregate principal amount of the outstanding Notes or, at any adjourned meeting, two or more Persons being or representing Noteholders whatever the principal amount of the Notes held or represented; **provided, however, that** Reserved Matters may only be sanctioned by an Extraordinary Resolution passed at a meeting of Noteholders at which two or more Persons holding or representing not less than three-quarters or, at any adjourned meeting, one quarter of the aggregate principal amount of the outstanding Notes form a quorum. Any Extraordinary Resolution duly passed at any such meeting shall be binding on all the Noteholders and Couponholders, whether present or not.

In addition, a resolution in writing signed by or on behalf of the holders of not less than 90 per cent. in aggregate principal amount of Notes outstanding will take effect as if it were an Extraordinary Resolution. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Noteholders.

- (b) **Modification and waiver:** The Trustee may, but shall not be obliged to, without the consent of the Noteholders, agree to any modification of these Conditions, the Deed of Guarantee, as applicable or the Trust Deed (other than in respect of a Reserved Matter) which is, in the opinion of the Trustee, proper to make if, in the opinion of the Trustee, such modification will not be materially prejudicial to the interests of Noteholders and to any modification of the Notes, the Deed of Guarantee, as applicable or the Trust Deed which is of a formal, minor or technical nature or is to correct a manifest error.

In addition, the Trustee may, but shall not be obliged to, without the consent of the Noteholders, authorise or waive any proposed breach or breach of the Notes, the Deed of Guarantee, as applicable or the Trust Deed (other than a proposed breach or breach relating to the subject of a Reserved Matter) if, in the opinion of the Trustee, the interests of the Noteholders will not be materially prejudiced thereby.

Unless the Trustee agrees otherwise, any such authorisation, waiver or modification shall be notified to the Noteholders as soon as practicable thereafter.

20. Enforcement

The Trustee may at any time, at its discretion and without notice, institute such proceedings as it thinks fit to enforce its rights under the Trust Deed or the Deed of Guarantee, as applicable in respect of the Notes, but it shall not be bound to do so unless:

- (i) it has been so requested in writing by the Holders of at least one quarter of the aggregate principal amount of the outstanding Notes or has been so directed by an Extraordinary Resolution; and
- (ii) it has been indemnified and/or pre-funded and/or provided with security to its satisfaction.

No Noteholder may proceed directly against any Relevant Obligor unless the Trustee, having become bound to do so, fails to do so within a reasonable time and such failure is continuing.

21. Further Issues

The Issuer may from time to time, without the consent of the Noteholders and in accordance with the Trust Deed, create and issue further notes having the same terms and conditions as the Notes in all respects (or in all respects except for the Issue Date, first Interest Payment Date and if applicable, and the timing for notification to the NDRC) so as to form a single series with the Notes. The Issuer may from time to time create and issue other series of notes having the benefit of the Trust Deed.

22. Notices

- (a) **Bearer Notes:** Notices to the Holders of Bearer Notes shall be valid if published in a leading English language daily newspaper published in Hong Kong or if such publication is not practicable, in a leading English language daily newspaper having general circulation in Asia. Any such notice shall be deemed to have been given on the date of first publication (or if required to be published in more than one newspaper, on the first date on which publication shall have been made in all the required newspapers). Couponholders shall be deemed for all purposes to have notice of the contents of any notice given to the Holders of Bearer Notes.
- (b) **Registered Notes:** Notices to the Holders of Registered Notes shall be sent to them by first class mail (or its equivalent) or (if posted to an overseas address) by airmail at their respective addresses on the Register. Any such notice shall be deemed to have been given on the fourth day after the date of mailing.

So long as the Notes are represented by a Global Note or a Global Note Certificate and such Global Note or Global Note Certificate is held on behalf of (i) Euroclear or Clearstream, Luxembourg or DTC, or any other clearing system (except as provided in (ii) below), notices to the holders of Notes of that Series may be given by delivery of the relevant notice to that clearing system for communication by it to entitled accountholders in substitution for publication as required by the Conditions, or (ii) the CMU Service, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to the Persons shown in a CMU Instrument Position Report issued by the Hong Kong Monetary Authority on the business day preceding the date of despatch of such notice. Any such notice shall be deemed to have been given to the holders of the Notes on the second day after the day on which the said notice was given to Euroclear, Clearstream, Luxembourg, the CMU Service and/or the alternative clearing system, as the case may be.

23. Currency Indemnity

If any sum due from any Relevant Obligor in respect of the Notes or the Coupons or any order or judgment given or made in relation thereto has to be converted from the currency (the “**first currency**”) in which the same is payable under these Conditions or such order or judgment into another currency (the “**second currency**”) for the purpose of (a) making or filing a claim or proof against such Relevant Obligor, (b) obtaining an order or judgment in any court or other tribunal or (c) enforcing any order or judgment given or made in relation to the Notes, such Relevant Obligor shall indemnify each Noteholder, on the written demand of such Noteholder addressed to such Relevant Obligor and delivered to such Relevant Obligor or to the Specified Office of the Principal Paying Agent, against any loss suffered as a result of any discrepancy between (i) the rate of exchange used for such purpose to convert the sum in question from the first currency into the second currency and (ii) the rate or rates of exchange at which such Noteholder may in the ordinary course of business purchase the first currency with the second currency upon receipt of a sum paid to it in satisfaction, in whole or in part, of any such order, judgment, claim or proof.

This indemnity constitutes a separate and independent obligation of each Relevant Obligor and shall give rise to a separate and independent cause of action.

24. Rounding

For the purposes of any calculations referred to in these Conditions (unless otherwise specified in these Conditions or the relevant Pricing Supplement), (a) all percentages resulting from such calculations will be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point (with 0.000005 per cent. being rounded up to 0.00001 per cent.), (b) all United States dollar

amounts used in or resulting from such calculations will be rounded to the nearest cent (with one half cent being rounded up), (c) all Japanese Yen amounts used in or resulting from such calculations will be rounded downwards to the next lower whole Japanese Yen amount, and (d) all amounts denominated in any other currency used in or resulting from such calculations will be rounded to the nearest two decimal places in such currency, with 0.005 being rounded upwards.

25. Governing Law and Jurisdiction

- (a) **Governing law:** The Notes, the Trust Deed, the Deed of Guarantee, as applicable and any non-contractual obligations arising out of or in connection with the Notes, the Trust Deed and the Deed of Guarantee, as applicable are governed by English law except that subordination provisions relating to Subordinated Notes in the Trust Deed and the Deed of Guarantee, as applicable, are governed by the laws of the People's Republic of China or such law as specified in the applicable Pricing Supplement and provisions in the applicable Pricing Supplement are governed by, and shall be construed in accordance with such law as specified in the applicable Pricing Supplement.
- (b) **Jurisdiction:** The Relevant Obligor(s) have in the Trust Deed and (in the case of any Guaranteed Notes) the Guarantor has in the Deed of Guarantee (i) agreed for the benefit of the Trustee and the Noteholders that the courts of Hong Kong shall have exclusive jurisdiction to settle any dispute (a “**Dispute**”) arising out of or in connection with the Notes (including any non-contractual obligation arising out of or in connection with the Notes); (ii) agreed that those courts are the most appropriate and convenient courts to settle any Dispute and, accordingly, that it will not argue that any other courts are more appropriate or convenient; and (iii) designated a person in Hong Kong to accept service of any process on its behalf.
- (c) **Waiver of immunity:** To the extent that any Relevant Obligor may in any jurisdiction claim for itself or its assets or revenues immunity from suit, execution, attachment (whether in aid of execution, before judgment or otherwise) or other legal process and to the extent that such immunity (whether or not claimed) may be attributed in any such jurisdiction to such Relevant Obligor or its assets or revenues, such Relevant Obligor agrees not to claim and irrevocably waives such immunity to the full extent permitted by the laws of such jurisdiction.
- (d) **Consent to enforcement, etc:** Each Relevant Obligor irrevocably and generally consents in respect of any proceedings anywhere to the giving of any relief or the issue and service on it of any process in connection with those proceedings including, without limitation, the making, enforcement or execution against any assets whatsoever (irrespective of their use or intended use) of any order or judgment which may be made or given in those proceedings.

FORM OF PRICING SUPPLEMENT

The Pricing Supplement in respect of each Series of Notes will be substantially in the following form, duly supplemented (if necessary), amended (if necessary) and completed to reflect the particular terms of the relevant Notes and their issue.

Pricing Supplement dated [●]

[Bank of China Limited/[specify Branch Issuer]]/[specify Subsidiary Issuer]

Issue of [Aggregate Nominal Amount of Series] [Title of Notes]
under the U.S.\$30,000,000,000 Medium Term Note Programme

[guaranteed by Bank of China Limited[, [specify] Branch]]

[The Notes are not intended[, from 1 January 2018,] to be offered, sold or otherwise made available to and[, with effect from such date,] should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (“MiFID II”); (ii) a customer within the meaning of Directive 2002/92/EC (“IMD”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “Prospectus Directive”). Consequently no key information document required by Regulation (EU) No 1286/2014 (the “PRIIPS Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.]

[To be included if the offer of the Notes is commenced after or straddles the date of the PRIIPS Regulation and the Notes may constitute “packaged” products.]

This document is for distribution to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) and in the Securities and Futures Ordinance (Cap. 571 of Hong Kong) (together, “Professional Investors”) only. **Investors should not purchase the Notes in the primary or secondary markets unless they are Professional Investors and understand the risks involved. The Notes are only suitable for Professional Investors.**

The Hong Kong Stock Exchange has not reviewed the contents of this document, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this document to Professional Investors only have been reproduced in this document. Listing of the Programme and the Notes on Hong Kong Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes, the Issuer[, the Guarantor] or quality of disclosure in this document. Hong Kong Exchanges and Clearing Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this document.

This document includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuer [and the Guarantor]. The Issuer [and the Guarantor each] accepts full responsibility for the accuracy of the information contained in this document and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.]

The document constitutes the Pricing Supplement relating to the issue of Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “Conditions”) set forth in the Offering Circular dated [●] 2017. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular [and the supplemental Offering Circular dated [date]].

[The following alternative language applies if the first tranche of an issue which is being increased was issued under an Offering Circular with an earlier date.]

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Offering Circular dated [original date]. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular dated [current date] [and the supplemental Offering Circular dated [●]], save in respect of the Conditions which are extracted from the Offering Circular dated [original date] and are attached hereto.]

[Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that the numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or subparagraphs. Italics denote guidance for completing the Pricing Supplement.]

1. [(i)] Issuer: [Bank of China Limited/[specify Branch Issuer]]/[specify Subsidiary Issuer]
 [(ii)] Guarantor Bank of China Limited[, [specify] Branch]]
2. [(i)] Series Number: [●]
 [(ii)] Tranche Number: [●]
(If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible).]
3. Specified Currency or Currencies: [●]
4. Aggregate Nominal Amount: [●]
 [(i)] Series: [●]
 [(ii)] Tranche: [●]
5. (i) Issue Price: [●]% of the Aggregate Nominal Amount [plus accrued interest from [insert date] (in the case of fungible issues only, if applicable)]
 (ii) Net Proceeds: [●] [(Required only for listed issues)]
6. (i) Specified Denominations^{1, 2}: [●]
 (ii) Calculation Amount: [●]
7. (i) Issue Date: [●]
 (ii) Interest Commencement Date: [Specify/Issue Date/Not Applicable]

¹ Notes (including Notes denominated in sterling) in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom or whose issue otherwise constitutes a contravention of section 19 of the FSMA and which have a maturity of less than one year and must have a minimum redemption value of £100,000 (or its equivalent in other currencies).

² If the specified denomination is expressed to be €100,000 or its equivalent and multiples of a lower principal amount (for example €1,000), insert the additional wording as follows: 100,000 and integral multiples of [€1,000] in excess thereof up to and including [€199,000]. No Notes in definitive form will be issued with a denomination above [€199,000]. In relation to any issue of Notes which are a “Global Note exchangeable for Definitive Notes” in circumstances other than “in the limited circumstances specified in the Global Notes”, such Notes may only be issued in denominations equal to, or greater than, €100,000 (or equivalent) and multiples thereof.

8. [(i)] Status of the Notes: [Senior/Subordinated]
- [(ii)] Status of the Guarantee of the Notes [Specify in the case of Subordinated Guaranteed Notes]
9. Maturity Date: [Specify date or (for Floating Rate Notes) Interest Payment Date falling in or nearest to the relevant month and year]³
- [If the Maturity Date is less than one year from the Issue Date and either (a) the issue proceeds are received by the Issuer in the United Kingdom, or (b) the activity of issuing the Notes is carried on from an establishment maintained by the Issuer in the United Kingdom, (i) the Notes must have a minimum redemption value of £100,000 (or its equivalent in other currencies) and be sold only to “professional investors” or (ii) another applicable exemption from section 19 of the FSMA must be available.]
10. Interest Basis: [[●]% Fixed Rate]
- [[Specify reference rate] +/- [●]% Floating Rate]
- [Zero Coupon]
- [Other (Specify)]
- (further particulars specified below)
11. Redemption/Payment Basis: [Redemption at par]
- [Dual Currency]
- [Partly Paid]
- [Instalment]
- [Other (Specify)]
12. Change of Interest or Redemption/Payment Basis: [Specify details of any provision for convertibility of Notes into another interest or redemption/payment basis]
- [Not applicable]
13. Put/Call Options: [Investor Put]
- [Issuer Call]

³ Note that for Renminbi or Hong Kong dollar denominated Fixed Rate Notes where Interest Payment Dates are subject to modification it will be necessary to use the second option here.

[Change of Control Put] (*only applicable to Notes issued by a Subsidiary Issuer*)

[(further particulars specified below)]

14. Listing: [Hong Kong/Other (*specify*)/None] (For Notes to be listed on the [Hong Kong Stock Exchange], insert the expected effective listing date of the Notes)
15. [(i)] [Date [Board] approval for issuance of Notes [and the Guarantee of the Notes] [respectively]] obtained: [Board] approval: [●] [and [●], respectively]] (*N.B. Only relevant where Board (or similar) authorisation is required for the particular tranche of Notes*)
- [(ii)] [Date regulatory approval(s) for issuance of Notes obtained] [describe approval obtained] from [identify relevant regulator] dated [●]
16. Method of distribution: [Syndicated/Non-syndicated]

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17. **Fixed Rate Note Provisions** [Applicable/Not Applicable]
- (*If not applicable, delete the remaining subparagraphs of this paragraph*)
- (i) Rate[(s)] of Interest: [●]% per annum payable [annually/semi-annually/quarterly/monthly/ other (*specify*)] in arrear]
- (ii) Interest Payment Date(s): [●] in each year [adjusted in accordance with [*specify Business Day Convention and any applicable Business Centre(s) for the definition of "Business Day"*]/not adjusted]
- (iii) Fixed Coupon Amount[(s)]: [●] per Calculation Amount⁴
- (iv) Broken Amount(s): [●] per Calculation Amount, payable on the Interest Payment Date falling [in/on] [●]
- (v) Day Count Fraction: [30/360/Actual/Actual (ICMA/ISDA)/other]
- (vi) Other terms relating to the method of calculating interest for Fixed Rate Notes: [Not Applicable/*give details*]

⁴ For Renminbi or Hong Kong dollar denominated Fixed Rate Notes where the Interest Payment Dates are subject to modification the following alternative wording is appropriate: "Each Fixed Coupon Amount shall be calculated by multiplying the product of the Rate of Interest and the Calculation Amount by the Day Count Fraction and rounding the resultant figure to the nearest CNY0.01, CNY0.005 for the case of Renminbi denominated Fixed Rate Notes to the nearest HK\$0.01, HK\$0.005 for the case of Hong Kong dollar denominated Fixed Rate Notes, being rounded upwards.

18. Floating Rate Note Provisions

[Applicable/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

- (i) Interest Period(s): [[●] , subject to adjustment in accordance with the Business Day Convention set out in (v) below/, not subject to any adjustment, as the Business Day Convention in (v) below is specified to be Not Applicable]]
- (ii) Specified Period: [●]
- (Specified Period and Specified Interest Payment Dates are alternatives. A Specified Period, rather than Specified Interest Payment Dates, will only be relevant if the Business Day Convention is the FRN Convention, Floating Rate Convention or Eurodollar Convention. Otherwise, insert “Not Applicable”)*
- (iii) Specified Interest Payment Dates: [[●], subject to adjustment in accordance with the Business Day Convention set out in (v) below/, not subject to any adjustment, as the Business Day Convention in (v) below is specified to be Not Applicable]]
- (Specified Period and Specified Interest Payment Dates are alternatives. If the Business Day Convention is the FRN Convention, Floating Rate Convention or Eurodollar Convention, insert “Not Applicable”)*
- (iv) First Interest Payment Date: [●]
- (v) Business Day Convention: [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other (*give details*)] [Not Applicable]
- (vi) Additional Business Centre(s): [Not Applicable/*give details*]
- (vii) Manner in which the Rate(s) of Interest is/are to be determined: [Screen Rate Determination/ISDA Determination/other (*give details*)]
- (viii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the [Principal Paying Agent]): [[*Name*] shall be the Calculation Agent (*no need to specify if the Principal Paying Agent is to perform this function*)]

(ix) Screen Rate Determination:

- Reference Rate: *[For example, LIBOR or EURIBOR]*
- Interest Determination Date(s): *[●]*
- Relevant Screen Page: *[For example, Reuters LIBOR 01/EURIBOR 01]*
- Relevant Time: *[For example, 11.00 a.m. London time/Brussels time]*
- Relevant Financial Centre: *[For example, London/Euro-zone (where Euro-zone means the region comprised of the countries whose lawful currency is the euro)]*

(x) ISDA Determination:

- Floating Rate Option: *[●]*
- Designated Maturity: *[●]*
- Reset Date: *[●]*

(xi) Margin(s): *[+/-][●]% per annum*

(xii) Minimum Rate of Interest: *[●]% per annum*

(xiii) Maximum Rate of Interest: *[●]% per annum*

(xiv) Day Count Fraction: *[●]*

(xv) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: *[●]*

19. **Zero Coupon Note Provisions** [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (i) [Amortisation/Accrual] Yield: [●] % per annum
 - (ii) [Reference Price: [●]]
 - (iii) [Day Count Fraction in relation to Early Redemption Amounts: [[30/360] [Actual/360] [Actual/365]] [*specify other*]]
 - (iv) Any other formula/basis of determining amount payable: [*Consider whether it is necessary to specify a Day Count Fraction for the purposes of Condition 11(f)*]

20. **Dual Currency Note Provisions** [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (i) Rate of Exchange/method of calculating Rate of Exchange: [*give details*]
 - (ii) Calculation Agent, if any, responsible for calculating the principal and/or interest due: [●]
 - (iii) Provisions applicable where calculation by reference to Rate of Exchange impossible or impracticable: [●]
 - (iv) Person at whose option Specified Currency(ies) is/are payable: [●]

PROVISIONS RELATING TO REDEMPTION

21. **Call Option** [Applicable/Not Applicable]
- (If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (i) Optional Redemption Date(s): [●]
 - (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [●] per Calculation Amount
 - (iii) If redeemable in part:
 - (a) Minimum Redemption Amount: [●] per Calculation Amount
 - (b) Maximum Redemption Amount: [●] per Calculation Amount
 - (iv) Notice period: [●]

22. **Put Option** [Applicable/Not Applicable]
- (If not applicable, delete the remaining subparagraphs of this paragraph)*
- (i) Optional Redemption Date(s): [●]
- (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [●] per Calculation Amount
- (iii) Notice period: [●]
23. **Change of Control Put** [Applicable/Not Applicable] *(only applicable to Notes issued by a Subsidiary Issuer)*
24. **Final Redemption Amount of each Note** [●] per Calculation Amount
25. **Early Redemption Amount** [Not Applicable]
- Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, change of control or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): *(If each of the Early Redemption Amount (Tax), Early Redemption Amount (Change of Control) and the Early Termination Amount are the principal amount of the Notes/specify the Early Redemption Amount (Tax), Early Redemption Amount (Change of Control) and/or the Early Termination Amount if different from the principal amount of the Notes)]*

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26. **Form of Notes:**
- Bearer Notes:**
- [Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes on [●] days' notice/at any time/in the limited circumstances specified in the Permanent Global Note]
- [Temporary Global Note exchangeable for Definitive Notes on [●] days' notice]⁵
- [Permanent Global Note exchangeable for Definitive Notes on [●] days' notice/at any time/in the limited circumstances specified in the Permanent Global Note]
- Registered Notes:**
- [Global Note Certificate exchangeable for Individual Note Certificates on [●] days' notice/at any time/in the limited circumstances described in the Global Note Certificate]

⁵ if the Specified Denominations of the Notes in paragraph 6 includes language substantially to the following effect: "[€100,000] and integral multiples of [€1,000] in excess thereof up to and including €199,000", the Temporary Global Note shall not be exchangeable on [●] days notice.

[Other (as applicable): [●]]

27. Additional Financial Centre(s) or other special provisions relating to payment dates: [Not Applicable/give details.
Note that this paragraph relates to the date and place of payment, and not interest period end dates, to which sub paragraphs 18(vi) and 20(x) relate]
28. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): [Yes/No. If yes, give details]
29. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made [and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment]: [Not Applicable/give details]
30. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: [Not Applicable/give details]
31. Redenomination, renominatisation and reconventioning provisions: [Not Applicable/The provisions annexed to this Pricing Supplement apply]
32. Consolidation provisions: [The provisions in Condition 21 (*Further Issues*)] [annexed to this Pricing Supplement] apply
33. Any applicable currency disruption/fallback provisions: [Not Applicable/give details]
34. Other terms or special conditions: [Not Applicable/give details]
[Insert provisions for Subordinated Notes]

DISTRIBUTION

35. (i) If syndicated, names of Managers: [Not Applicable/give names]
(ii) Stabilising Manager(s) (if any): [Not Applicable/give name]
36. If non-syndicated, name and address of Dealer: [Not Applicable/give name and address]
37. [Total commission and concession: [●]% of the Aggregate Nominal Amount]
38. U.S. Selling Restrictions: [Reg. S Category [1/2/3]]/[Rule 144A];
(In the case of Bearer Notes) – [C RULES/ D RULES/TEFRA Not Applicable]
(In the case of Registered Notes) – TEFRA Not Applicable

39. Prohibition of Sales to EEA Retail Investors: [Applicable/Not Applicable]
- (If the offer of the Notes is concluded prior to 1 January 2018, or on and after that date the Notes clearly do not constitute “packaged” products, “Not Applicable” should be specified. If the offer of the Notes will be concluded on or after 1 January 2018 and the Notes may constitute “packaged” products and no KID will be prepared, “Applicable” should be specified.)*
40. Additional selling restrictions: [Not Applicable/give details]

OPERATIONAL INFORMATION

41. ISIN Code: [●]
42. Common Code: [●]
43. CUSIP: [●]
44. CMU Instrument Number: [●]
45. Any clearing system(s) other than Euroclear/Clearstream Luxembourg, DTC and the CMU Service and the relevant identification number(s): [Not Applicable/give name(s) and number(s)]
46. Delivery: Delivery [against/free of] payment
47. Trustee: [The Bank of New York Mellon, London Branch]
48. Additional Paying Agent(s) (if any): [Not Applicable/give details]
49. Alternative Trustee (if any): [Not Applicable/give details]

GENERAL

50. The aggregate principal amount of Notes issued has been translated into United States dollars at the rate of [●], producing a sum of (for Notes not denominated in United States dollars): [Not Applicable/U.S.\$]
51. [Ratings: The Notes to be issued have been rated:
[Moody’s: [●]]; [Fitch:[●]]; [and] (each a “**Rating Agency**”).
- If any Rating Agency shall not make a rating of the Notes publicly available, the Issuer [and the Guarantor] shall select and substitute them with [●] or [●] and its successors.]

[USE OF PROCEEDS

Give details if different from the “Use of Proceeds” section in the Offering Circular.]

[STABILISING

In connection with this issue, [insert name of Stabilising Manager] (the “**Stabilising Manager**”) (or persons acting on behalf of any Stabilising Manager) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilisation action or over-allotment must be conducted by the Stabilising Manager(s) (or persons acting on behalf of the Stabilising Manager(s)) in accordance with all applicable laws and rules.]

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the final terms required for issue and admission to trading on the Hong Kong Stock Exchange of the Notes described herein pursuant to the U.S.\$30,000,000,000 Medium Term Note Programme of the Issuer.

RESPONSIBILITY

The Issuer [and the Guarantor each] accepts responsibility for the information contained in this Pricing Supplement.

[The Issuer acknowledges that it will be bound by the provisions of the Trust Deed.]

Signed on behalf of
[Bank of China Limited/
[specify branch]]/[specify subsidiary]

[Signed on behalf of
Bank of China Limited [specify]Branch]

By:

By:

Duly authorised

Duly authorised

SUMMARY OF PROVISIONS RELATING TO THE NOTES WHILE IN GLOBAL FORM

Clearing System Accountholders

In relation to any Series of Notes represented by a Global Note, references in the Terms and Conditions to “Noteholder” are references to the bearer of the relevant Global Note which, for so long as the Global Note is held by a depositary or a common depositary for Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system and/or a sub-custodian for the CMU Service, will be that depositary, common depositary or, as the case may be, sub-custodian.

In relation to any Series of Notes represented by one or more Global Note Certificates, references in the Terms and Conditions to “Noteholder” are references to the person in whose name the relevant Global Note Certificate is for the time being registered in the Register which (a) in the case of a Restricted Global Note Certificate held by or on behalf of DTC will be Cede & Co. (or such other entity as is specified in the applicable Pricing Supplement) as nominee for DTC and (b) in the case of any Unrestricted Global Note Certificate which is held by or on behalf of a depositary or a common depositary for Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system, will be that depositary or common depositary or a nominee for that depositary or common depositary.

Each of the persons shown in the records of DTC, Euroclear, Clearstream, Luxembourg and/or any other relevant clearing system as being entitled to an interest in a Global Note or a Global Note Certificate (each an “**Accountholder**”) must look solely to DTC, Euroclear, Clearstream, Luxembourg and/or such other relevant clearing system (as the case may be) for such Accountholder’s share of each payment made by each Relevant Obligor to the holder of such Global Note or Global Note Certificate and in relation to all other rights arising under such Global Note or Global Note Certificate. The extent to which, and the manner in which, Accountholders may exercise any rights arising under a Global Note or Global Note Certificate will be determined by the respective rules and procedures of DTC, Euroclear and Clearstream, Luxembourg and any other relevant clearing system from time to time. For so long as the relevant Notes are represented by a Global Note or Global Note Certificate, Accountholders shall have no claim directly against any Relevant Obligor in respect of payments due under the Notes and such obligations of each Relevant Obligor will be discharged by payment to the holder of such Global Note or Global Note Certificate.

If a Global Note or a Global Registered Note is lodged with a sub-custodian for or registered with the CMU Service, the person(s) for whose account(s) interests in such Global Note or Global Registered Note are credited as being held in the CMU Service in accordance with the CMU Rules as notified by the CMU Service to the CMU Lodging and Paying Agent in a relevant CMU Instrument Position Report or any other relevant notification by the CMU Service (which notification, in either case, shall be conclusive evidence of the records of the CMU Service save in the case of manifest error) shall be the only person(s) entitled or in the case of Registered Notes, directed or deemed by the CMU Service as entitled to receive payments in respect of Notes represented by such Global Note or Global Registered Note and such obligations of each Relevant Obligor will be discharged by payment to, or to the order of, such person(s) for whose account(s) interests in such Global Note or Global Certificate are credited as being held in the CMU Service in respect of each amount so paid. Each of the persons shown in the records of the CMU Service, as the beneficial holder of a particular nominal amount of Notes represented by such Global Note or Global Registered Note must look solely to the CMU Lodging and Paying Agent for his share of each payment so made by each Relevant Obligor in respect of such Global Note or Global Registered Note.

Transfers of Interests in Global Notes and Global Note Certificates

Transfers of interests in Global Notes and Global Note Certificates within DTC, Euroclear and Clearstream, Luxembourg or any other relevant clearing system will be in accordance with their respective rules and operating procedures. None of the Relevant Obligor(s), the Trustee, the Registrar, the Dealers or the Agents will have any responsibility or liability for any aspect of the records of any DTC, Euroclear and Clearstream, Luxembourg or any other relevant clearing system or any of their respective participants relating to payments made on account of beneficial ownership interests in a Global Note or Global Note Certificate or for maintaining, supervising or reviewing any of the records of DTC, Euroclear and Clearstream, Luxembourg or any other relevant clearing system or the records of their respective participants relating to such beneficial ownership interests.

The laws of some states of the United States require that certain persons receive individual certificates in respect of their holdings of Notes. Consequently, the ability to transfer interests in a Global Note Certificate to such persons will be limited. Because clearing systems only act on behalf of participants, who in turn act on behalf of indirect participants, the ability of a person having an interest in a Global Note Certificate to pledge such interest to persons or entities which do not participate in the relevant clearing systems, or otherwise take actions in respect of such interest, may be affected by the lack of an Individual Note Certificate representing such interest.

Subject to compliance with the transfer restrictions applicable to the Registered Notes described under “*Transfer Restrictions*”, transfers between DTC participants, on the one hand, and Euroclear or Clearstream, Luxembourg accountholders, on the other will be effected by the relevant clearing systems in accordance with their respective rules and through action taken by the DTC Custodian, the Registrar and the Principal Paying Agent.

On or after the issue date for any Series, transfers of Notes of such Series between accountholders in Euroclear and/or Clearstream, Luxembourg and transfers of Notes of such Series between participants in DTC will generally have a settlement date three business days after the trade date (T+3). The customary arrangements for delivery versus payment will apply to such transfers.

Transfers between DTC participants, on the one hand, and Euroclear or Clearstream, Luxembourg accountholders, on the other will need to have an agreed settlement date between the parties to such transfer. Because there is no direct link between DTC, on the one hand, and Euroclear and Clearstream, Luxembourg, on the other, transfers of interests in the relevant Global Note Certificates will be effected through the Principal Paying Agent, the DTC Custodian, the relevant Registrar and any applicable Transfer Agent receiving instructions (and where appropriate certification) from the transferor and arranging for delivery of the interests being transferred to the credit of the designated account for the transferee. Transfers will be effected on the later of (i) three business days after the trade date for the disposal of the interest in the relevant Global Note Certificate resulting in such transfer and (ii) two business days after receipt by the Principal Paying Agent or the Registrar, as the case may be, of the necessary certification or information to effect such transfer. In the case of cross-market transfers, settlement between Euroclear or Clearstream, Luxembourg accountholders and DTC participants cannot be made on a delivery versus payment basis. The securities will be delivered on a free delivery basis and arrangements for payment must be made separately. The customary arrangements for delivery versus payment between Euroclear and Clearstream, Luxembourg account holders or between DTC participants are not affected.

For a further description of restrictions on the transfer of Notes, see “*Subscription and Sale*” and “*Transfer Restrictions*”.

Upon the issue of a Restricted Global Note Certificate to be held by or on behalf of DTC, DTC or the DTC Custodian will credit the respective nominal amounts of the individual beneficial interests represented by such Global Note Certificate to the account of DTC participants. Ownership of beneficial interests in such Global Note Certificate will be held through participants of DTC, including the respective depositaries of Euroclear and Clearstream, Luxembourg. Ownership of beneficial interests in such Global Note Certificate will be shown on, and the transfer of such ownership will be effected only through, records maintained by DTC or its nominee. DTC has advised each Relevant Obligor that it will take any action permitted to be taken by a holder of Registered Notes represented by a Global Note Certificate held by or on behalf of DTC (including, without limitation, the presentation of such Global Note Certificates for exchange as described above) only at the direction of one or more participants in whose account with DTC interests in such Global Note Certificate are credited, and only in respect of such portion of the aggregate nominal amount of such Global Note Certificate as to which such participant or participants has or have given such direction. However, in certain circumstances, DTC will exchange the relevant Global Note Certificate for Individual Note Certificates (which will bear the relevant legends set out in “*Transfer Restrictions*”).

Although DTC, Euroclear and Clearstream, Luxembourg have agreed to the foregoing procedures in order to facilitate transfers of interests in the Global Note Certificates among participants and account holders of DTC, Euroclear and Clearstream, Luxembourg, they are under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued at any time. None of the Relevant Obligor(s), the Trustee, the Registrar, the Dealer or the Agents will have any responsibility for the performance by DTC, Euroclear or Clearstream, Luxembourg or their respective direct or indirect participants or account holders of their respective obligations under the rules and procedures governing their respective operations.

While a Global Note Certificate is lodged with DTC, Euroclear, Clearstream, Luxembourg or any relevant clearing system, Individual Note Certificates for the relevant Series of Notes will not be eligible for clearing and settlement through such clearing systems.

Conditions applicable to Global Notes

Each Global Note and Global Note Certificate will contain provisions which modify the Terms and Conditions as they apply to the Global Note or Global Note Certificate. The following is a summary of certain of those provisions:

Payments: All payments in respect of the Global Note or Global Note Certificate which, according to the Terms and Conditions, require presentation and/or surrender of a Note, Note Certificate or Coupon will be made against presentation and (in the case of payment of principal in full with all interest accrued thereon) surrender of the Global Note or Global Note Certificate to or to the order of any Paying Agent and will be effective to satisfy and discharge the corresponding liabilities of the Relevant Obligor in respect of the Notes. On each occasion on which a payment of principal or interest is made in respect of the Global Note, the relevant Issuer shall procure that the payment is noted in a schedule thereto.

Payment Business Day: in the case of a Global Note or a Global Note Certificate, shall be: if the currency of payment is euro, any day which is a TARGET Settlement Day and a day on which dealings in foreign currencies may be carried on in each (if any) Additional Financial Centre; or, if the currency of payment is not euro, any day which is a day on which dealings in foreign currencies may be carried on in the Principal Financial Centre of the currency of payment and in each (if any) Additional Financial Centre.

Payment Record Date: Each payment in respect of a Global Note Certificate will be made to the person shown as the Holder in the Register at the close of business (in the relevant clearing system) on the Clearing System Business Day before the due date for such payment (the “**Record Date**”) where “**Clearing System Business Day**” a weekday (Monday to Friday, inclusive) except 25 December and 1 January.

Exercise of put option: In order to exercise the option contained in Condition 11(e) (*Redemption for Change of Control*) or Condition 11(f) (*Redemption of the Senior Notes or the Dated Subordinated Notes at the option of the Noteholders*) the bearer of a Permanent Global Note or the holder of a Global Note Certificate must, within the period specified in the Terms and Conditions for the deposit of the relevant Note and put notice, give written notice of such exercise to the Principal Paying Agent specifying the principal amount of Notes in respect of which such option is being exercised. Any such notice will be irrevocable and may not be withdrawn.

Partial exercise of call option: In connection with an exercise of the option contained in Condition 11(c) (*Redemption at the option of the Issuer*) in relation to some only of the Notes, the Permanent Global Note or Global Note Certificate may be redeemed in part in the principal amount specified by the relevant Issuer in accordance with the Terms and Conditions to be redeemed will not be selected as provided in the Terms and Conditions but in accordance with the rules and procedures of DTC, Euroclear and/or Clearstream, Luxembourg or the CMU Service (as the case may be) (to be reflected in the records of DTC, Euroclear and/or Clearstream, Luxembourg or the CMU Service (as the case may be) as either a pool factor or a reduction in principal amount, at their discretion).

Notices: Notwithstanding Condition 22 (*Notices*), while all the Notes are represented by a Permanent Global Note (or by a Permanent Global Note and/or a Temporary Global Note) or a Global Note Certificate and the Permanent Global Note is (or the Permanent Global Note and/or the Temporary Global Note are), or the Global Note Certificate is, (i) registered in the name of DTC’s nominee or deposited with a depository or a common depository for Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system (other than the CMU Service, in respect of which see (ii) below), notices to Noteholders may be given by delivery of the relevant notice to DTC and/or Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system and, in any case, such notices shall be deemed to have been given to the Noteholders in accordance with Condition 22 (*Notices*) on the date of delivery to DTC and/or Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system; or (ii) deposited with the CMU Service, notices to the holders of Notes of the relevant Series may be given by delivery of the relevant notice to the persons shown in a CMU Instrument Position Report issued by the CMU on the second business day preceding the date of despatch of such notice as holding interests in the relevant Global Note or Global Note Certificate and such notices shall be deemed to have been given to the Noteholders in accordance with Condition 22 (*Notices*) on the date of delivery to such persons shown in the CMU Instrument Position Report.

CAPITALISATION AND INDEBTEDNESS

The following table sets forth the Group's audited consolidated debt and capitalisation as at 31 December 2016. Please read this table in conjunction with the Group's audited consolidated financial information and the accompanying notes which have been incorporated by reference into this Offering Circular.

| | As at 31 December 2016 |
|--|------------------------------|
| | (Audited) |
| | (RMB million) |
| Debt⁽¹⁾ | |
| Bonds issued | 362,318 |
| Other borrowings | 27,152 |
| Total debt | 389,470 |
| Equity | |
| Capital and reserves attributable to equity holders of the Bank | |
| Share capital. | 294,388 |
| Other equity instruments | 99,714 |
| Capital reserve | 141,972 |
| Treasury shares. | (53) |
| Other comprehensive income. | (3,854) |
| Statutory reserves | 125,714 |
| General and regulatory reserves. | 193,462 |
| Undistributed profits | 560,339 |
| | 1,411,682 |
| Non-controlling interests | 75,410 |
| Total equity | 1,487,092 |
| Total equity and liabilities | 18,148,889 |

Note:

- (1) In addition, as at 31 December 2016, the Group had borrowings from central banks, deposits and money market deposits from customers and other banks, certificates of deposits, securities sold under repurchase agreements, credit commitments, acceptances, issued letters of guarantee and letters of credit, financial lease commitments and other commitments and contingencies, including outstanding litigation, that arise from its ordinary course of business.

As at 31 December 2016, the total authorised share capital of the Bank was RMB294,387,791,241 dividing into 294,387,791,241 shares of RMB1.00 par value each, all of which had been issued and were fully paid-up, comprising of 210,765,514,846 A Shares and 83,622,276,395 H Shares.

On 14 February 2017, the Bank, acting through its Hong Kong branch, issued three series of notes with an aggregate principal amount of U.S.\$2 billion under the Programme (U.S.\$300,000,000 2.375% notes due 2020, U.S.\$500,000,000 3.00% notes due 2022 and U.S.\$1,200,000,000 floating rate notes due 2020).

Except as disclosed in this Offering Circular, there has been no material adverse change in the capitalisation of the Group since 31 December 2016.

DESCRIPTION OF THE BANK

Overview

The Group is one of the largest State-owned commercial banks in the PRC, which owns a comprehensive financial service platform. Besides the commercial banking business which includes corporate banking, personal banking and financial market business, the Group also operates an investment banking business through BOC International Holdings Limited (“**BOC International**”) and BOC International (China) Limited (“**BOCI China**”), an insurance business through Bank of China Group Insurance Company Limited (“**BOCG Insurance**”), BOC Group Life Assurance Company Limited (“**BOCG Life**”) and Bank of China Insurance Company Limited (“**BOC Insurance**”), a fund management business through Bank of China Investment Management Co., Ltd. (“**BOCIM**”), and a direct investment and investment management business through the Bank of China Group Investment Limited (“**BOCG Investment**”). In 2006, after successfully acquiring Singapore Aircraft Leasing Enterprise, a leading company in such business in Asia, the Group changed the acquired company’s name to BOC Aviation Pte. Ltd. and became the first Chinese bank to enter the global aircraft leasing business. In connection with the global offering and the listing of its shares on the Hong Kong Stock Exchange, on 12 May 2016, BOC Aviation Pte. Ltd. was converted to a public company limited by shares and the name was changed to BOC Aviation Limited (“**BOC Aviation**”), which took effect on 19 May 2016. The combination of these businesses has created a universal banking platform that provides the Bank with the ability to offer a broad range of financial products and services and enables it to establish stronger relationships with strategically targeted customers and strengthen customer loyalty.

Established in 1912, the Bank is one of the best-known commercial banks in the PRC. During more than 100 years of history, the Bank has built one of the most recognised brand names in the PRC through its contributions to the evolution of the PRC commercial banking industry. The Bank has many significant achievements in the PRC commercial banking sector. For example, in 1929 the Bank was the first PRC commercial bank to establish a foreign branch with the opening of its London branch. In addition, in 1985, the Bank offered the first bank card in the PRC. In 1994 and 1995, the Bank’s Hong Kong subsidiary and Macau branch became bank note issuing banks in Hong Kong and Macau, respectively. Furthermore, in 1998, the Bank arranged the first U.S. dollar-denominated syndicated loan for a PRC bank as the lead manager and agent. In 2002, BOCHK was listed on The Stock Exchange of Hong Kong after a special restructuring of 12 banks in Hong Kong. The Bank was the sponsor of the 2008 Olympic Games held in Beijing. The Bank was converted into a joint stock company in the PRC in 2004. In 2006, the Bank listed on The Stock Exchange of Hong Kong Limited and The Shanghai Stock Exchange. In 2011, the Bank became the first G-SIFI in China and emerging economy countries and regions. The Bank celebrated its 100th Year Anniversary in 2012.

On 4 November 2011, the Bank was included by the Financial Stability Board, the international organisation for financial supervision and consultation, in the list of the 29 global systemically important financial institutions, among which the Bank was the only bank from China and emerging economy countries and regions. Since 2011, the Bank was listed as a global systemically important financial institution for five years consecutively.

As at 31 December 2016, the Group’s NPLs totalled RMB146.003 billion, the NPL ratio was 1.46%, the coverage ratio of allowance for loan impairment losses to NPLs was 162.82% and the credit cost was 0.91%.

For the year ended 31 December 2016, the Group achieved a profit for the year of RMB184.051 billion, an increase of 2.58% compared with 2015, and a profit attributable to equity holders of the Bank of RMB164.578 billion, a decrease of 3.67% compared with 2015. As at 31 December 2016, the Group's total loans and advances to customers amounted to RMB9,973.362 billion and the Group's due to customers amounted to RMB12,939.748 billion. As at 31 December 2016, the Group's common equity tier 1 capital adequacy ratio, tier 1 capital adequacy ratio and capital adequacy ratio stood at 11.37%, 12.28% and 14.28%, respectively, calculated according to the advanced approach under the CBRC Capital Regulations.

The Bank's Strengths

The Bank's principal strengths include:

Well-Recognised Brand Name

The Bank is one of the most well-known commercial banks in the PRC. In the Bank's over 100 years history, the Bank has successfully built one of the most recognised brand names in the PRC through its contributions to the evolution of the PRC commercial banking industry.

Largest and Rationally Distributed Overseas Network Complementing an Extensive Domestic Network

As at 31 December 2016, the Bank had a total of 11,556 institutions worldwide, including 10,978 institutions in the Chinese mainland and 578 institutions in Hong Kong, Macau, Taiwan and other countries. For the commercial banking business in the Chinese mainland, there were 37 tier-one and direct branches, 326 tier-two branches and 10,287 outlets.

The Bank's extensive domestic and overseas network enables it to structure and deliver products and services to serve its customers on a global basis, and allows it to capture the business opportunities arising from the increasing integration of the PRC into the global economy.

Solid Customer Base and Strong Presence in Attractive Customer Segments

In the PRC, foreign exchange services tend to be utilised by large corporate customers and affluent individuals. Capitalising on the Bank's position as one of the most experienced foreign exchange banks in the PRC and its extensive global network, the Bank has established and continued to maintain strong relationships with leading domestic and international corporations and financial institutions. The Bank also has a strong presence in the retail customer segment.

Universal Banking Platform

In addition to commercial banking, the Bank provides investment banking, insurance and other services through the Bank's wholly-owned subsidiaries, namely, BOC International, BOCI China, BOCG Insurance, BOC Insurance, BOCG Investment and BOC Aviation and through the Bank's subsidiaries such as BOCG Life and BOCIM.

The Bank fully utilises the advantages in its diversified business platform and its subsidiaries embrace the Group's overall strategy to focus on their specialised business areas, establish business linkage, promote cross-selling and product innovation to enhance the synergy across the Group and provide comprehensive and quality financial services to the customers.

Leader in Non-Interest Income and Treasury Businesses with Strong Product Innovation Capabilities

The Bank believes its diversified products and innovation capabilities have enabled it to generate a higher level of non-interest income, thus reducing its reliance on its traditional lending business. The Group's operating income comprises net interest income and non-interest income. In recent years, the Bank has further built upon its strengths in the trade finance business and co-ordinated the development of traditional businesses such as international settlement and issuance of letters of guarantee, and emerging businesses, such as cross-border Renminbi business and supply chain financing. The Bank has also experienced a steady growth in revenue from the letter of credit, letters of guarantee, factoring and trade finance-related businesses. In addition, the accelerated development of the domestic settlement business has promoted the income growth of settlement and clearing businesses. The Bank has also further

developed its insurance agency and pension businesses, which resulted in a substantial increase in income related to agency commission fees. Each of BOCHK, Bank of China (Malaysia) Berhad, Bank of China Macau Branch, Taipei Branch, Sydney Branch, Frankfurt Branch and Paris Branch is a designated Renminbi clearing bank of PBOC. The Bank is also a main Renminbi clearing channel in other countries including Malaysia, the Philippines, Cambodia and Kazakhstan. The Bank also serves as a Renminbi market maker in Russia. The Bank's global markets department offers a broad range of treasury products and services for different customer groups, as well as conducts settlement and related quotation, and 24-hour daily treasury activities through its five trading centres located in Hong Kong, London, New York, Beijing and Shanghai.

The Bank believes its ability to offer innovative financial solutions to its customers, which provides it with a competitive advantage over other PRC commercial banks.

Experienced Senior Management Team

The Bank's senior management team has extensive experience in the banking and financial services. In particular, the Bank's Chairman, Mr Tian Guoli, has more than 30 years of experience in the banking industry and was Vice Chairman of China CITIC Group prior to joining the Bank in 2013. The Bank's President, Mr Chen Siqing, has more than 20 years of experience in the banking industry. He successively served as Assistant General Manager and Vice General Manager of the Fujian Branch of the Bank, General Manager of the Risk Management Department of the Bank's Head Office, General Manager of the Guangdong Branch of the Bank and Executive Vice President of the Bank.

Principal Business Activities

The Group's principal lines of business consist of commercial banking, investment banking and insurance. The following table sets forth the profit before income tax by the Group's principal lines of business for the periods indicated:

Profit before Income Tax by Business Lines

| | For the year ended 31 December | | | | | |
|--|--------------------------------|----------------|----------------|----------------|----------------|----------------|
| | 2016 | | 2015 | | 2014 | |
| | Amount | % of total | Amount | % of total | Amount | % of total |
| <i>(RMB million, except percentages)</i> | | | | | | |
| Commercial banking business including: | | | | | | |
| Corporate banking business . . | 80,346 | 36.12% | 90,515 | 39.09% | 99,045 | 42.79% |
| Personal banking business . . . | 61,023 | 27.44% | 50,696 | 21.89% | 49,106 | 21.21% |
| Treasury operations | 41,314 | 18.57% | 78,321 | 33.82% | 75,028 | 32.41% |
| Investment banking and insurance | 3,951 | 1.78% | 4,223 | 1.82% | 3,285 | 1.42% |
| Others and elimination | 35,778 | 16.09% | 7,816 | 3.38% | 5,014 | 2.17% |
| Total | <u>222,412</u> | <u>100.00%</u> | <u>231,571</u> | <u>100.00%</u> | <u>231,478</u> | <u>100.00%</u> |

The Group conducts its business activities in the Chinese mainland, Hong Kong, Macau, Taiwan and 48 other overseas countries or regions. The following table sets forth a geographical breakdown of the profit before income tax of the Group for the periods indicated:

Profit before Income Tax by Geographical Areas

| | For the year ended 31 December | | |
|---------------------------------------|--------------------------------|---------|---------|
| | 2016 | 2015 | 2014 |
| | (RMB million) | | |
| Chinese mainland | 143,008 | 176,817 | 178,285 |
| Hong Kong, Macau and Taiwan | 69,004 | 42,376 | 38,048 |
| Other countries and regions | 12,386 | 12,378 | 15,145 |
| Elimination | (1,986) | — | — |
| Total | 222,412 | 231,571 | 231,478 |

1 Domestic Commercial Banking Business

Corporate Banking

The Bank devoted great efforts to transforming its corporate banking business. It continues to promote product innovation, further optimise its customer structure, expand its customer base and enhance its diversified operations and the integration of its domestic and overseas operations. The Bank strived to improve its global service capability for corporate banking customers, thus achieving balanced and steady development of its corporate banking business. In 2016, the Bank's domestic corporate banking business realised an operating income of RMB185.014 billion, an increase of RMB1.086 billion or 0.59% compared with the prior year.

Corporate Deposits

The Bank accelerated the development of its corporate liability business, constantly enhanced financial service standards and thus realised sustainable growth in corporate deposits. Seizing business opportunities arising from key industries, the Bank strengthened the marketing of its full product line. It managed to attract more administrative institution customers by improving product and service systems aimed at corporate customers which are engaged in businesses that support people's livelihood, public finance and social security, education and public health, etc., reporting rapid growth in deposits from these institutions. The Bank also actively sought customers along the upstream and downstream of supply chains and industrial chains in order to identify and attract more potential customer deposits. In response to the trend of interest rate liberalisation, the Bank pursued innovation-led development, reinforced marketing promotion and optimised product functions, while at the same time insisting on maintaining the right balance between scale and benefit. In addition, seizing business opportunities arising from the rapid expansion of direct financing, the Bank stepped up its marketing efforts for cash management and settlement products. It also enhanced the corporate banking service functions and service levels of its outlets, resulting in an increase in deposit contribution per outlet.

As at 31 December 2016, RMB corporate deposits in the Bank's domestic operations totalled RMB5,213.790 billion, an increase of RMB394.940 billion or 8.20% compared with the prior year-end. Foreign currency corporate deposits amounted to USD54.543 billion.

Corporate Loans

The Bank continues to implement national industrial policies and strengthen its support for the real economy. It actively supported key investment areas, providing greater credit support for such key areas as technological upgrade of enterprises, technology-driven innovation, high-end equipment manufacturing and environmental protection, as well as to the regions of central and western China, micro, small and medium-sized enterprises and to traditional infrastructures such as railways and water conservation. The Bank constantly optimises its credit structure by making better use of new assets and revitalising existing assets, providing credit support for the transformation and upgrading of the domestic economy and for international collaboration on production capacity. It strictly limits lending to industries characterised as

high pollution, high energy consumption and overcapacity. The Bank stepped up the transformation of its corporate banking service and helps customers to broaden their financing channels so as to meet their diversified financing needs. In addition, the Bank has also further enhanced the development of green finance and improved its system of green financial products and services.

As at 31 December 2016, RMB corporate loans of the Bank's domestic operations totalled RMB4,496.888 billion, an increase of RMB94.630 billion or 2.15% compared with the prior year-end. Foreign currency corporate loans totalled USD48.478 billion.

Trade Finance and Settlement

The Bank fully leveraged its traditional advantages in trade finance while effectively managing and controlling risks. It accelerated innovation in its business model and seized opportunities arising from national strategies, thus driving forward stable growth and continuously consolidating its market dominance. In 2016, the Group's transaction volume of international trade reached USD3.63 trillion. The Bank's domestic institutions retained the leading position among peers in providing international trade services and held the leading market share in overseas guarantee business.

The Bank has built up its brand reputation as the premier free trade zones (FTZs) financial services provider, promoted innovation in commodity-related structured financial services, supported the international development strategy pursued by domestic commodity exchanges and pushed forward the use of RMB-denominated commodity trading. The Bank took the lead in launching new businesses such as OTC bond transactions, RMB currency swaps under separate accounting, free trade foreigner (FTF) account opening and fully functional cross-border two-way RMB cash pooling in the China (Shanghai) Pilot Free Trade Zone (the "Shanghai FTZ"). The Bank also took the lead in launching cross-border two-way RMB cash pooling, cross-border RMB under individual current accounts and overseas RMB lending in the Guangdong, Tianjin and Fujian FTZs. In addition, the Bank accelerated innovation in centralised collection and payment products for the local and foreign currency funds of multinational corporations' headquarters and actively promoted the adoption of digital documents for international payment.

In line with national strategies, the Bank actively promotes China's economic and trade cooperation along the "Belt and Road" by facilitating business growth of institutions in the "Belt and Road" countries. It engaged deeply with the China-Singapore (Chongqing) Demonstration Initiative on Strategic Connectivity. To further advance the development of RMB internationalisation, the Bank endeavours to serve as the main channel for cross-border RMB fund flows and as a leader in RMB-related financial product and service innovation. In 2016, the Group's transaction volume of cross-border RMB payment was over RMB4 trillion, and the transaction volume of cross-border RMB payment of the domestic institutions of the Bank was over RMB2.35 trillion, maintaining its leading market share. The Bank further improved its global RMB clearing network, with the New York Branch authorised as an RMB clearing bank in the US. The Bank also actively promoted the use of RMB in emerging sectors and assisted foreign financial institutions in issuing Panda Bonds, thus playing an innovative and pioneering role in the opening up of China's bond market. It has completed the first RMB/ZAR, RMB/KRW, RMB/AED and RMB/SAR direct transactions in the interbank foreign exchange market. The Bank also continues to release the "BOC Cross-border RMB Index (CRI)", the "BOC Offshore RMB Index (ORI)" and the "BOC OBOR RMB Index (BOC OBORR)", as well as the White Paper on RMB Internationalisation, providing more professional support for global clients to understand and use RMB. The Bank serves as the overall lead bank in the China Foreign Exchange Committee, set up in 2016, and as the lead bank of the Retail Foreign Exchange and Cross-border RMB Business Working Group under the Committee, with the twin aims of improving the foreign exchange market's self-discipline and driving the development of RMB internationalisation.

The Bank has received awards granted by prestigious local and international media and professional institutions, such as "Best Trade Finance Bank in China", "Best RMB Internationalisation Bank in China", "Best Trade Finance Provider (Domestic)" and "Best Supply Chain Finance Provider (Domestic)".

Cash Management

Drawing on the strength of its globally integrated operations, the Bank continues to improve the functions and related services of its global cash management platform and made greater efforts to promote its global cash management business. Grasping the business opportunities arising from the centralised operation of cross-border local and foreign currency funds and the development of FTZs, the Bank actively expands its cross-border cash management business and maintains a leading market share. The Bank has successfully secured the cash management business of many large-sized multinational corporations through competitive bids. Its global cash management group customer base increased rapidly, with coverage now extending to 43 countries and regions across Asia-Pacific, Europe, Africa and the Americas. The Bank introduced the Bank Host-to-Host Direct Connection, Swift Direct Connection and Multi-Bank Cash Management System services in order to effectively meet the differentiated requirements of the market. It has also strengthened risk control over its cash management business and improved customer experience. The Bank was recognised as the “Best Regional Cash Manager in Asia” by Euromoney and the “Best Local Currency Cash Management Bank in China” by Asiamoney.

Financial Institutions Business

In 2016, the Bank continued to deepen comprehensive cooperation with various global financial institutions, including domestic banks, overseas correspondent banks, non-bank financial institutions, overseas central banks, sovereign wealth funds and international financial organisations. It enhanced its integrated financial services platform and maintained a leading position in terms of financial institution customer coverage. Having established correspondent relationships with more than 1,600 financial institutions in 179 countries and regions, the Bank provided financial services for multinational institutions and enterprises in fields such as international settlement, bond financing, foreign exchange trading, custody and global cash management. Closely supporting the national “Belt and Road” initiative, the Bank consolidated cooperation with key correspondent banks along the “Belt and Road”. It initiated wide-reaching cooperation with emerging international organisations and development institutions such as Asian Infrastructure Investment Bank, New Development Bank and Silk Road Fund, participated in the investment and financing projects of domestic policy financial institutions along the “Belt and Road” and provided extended financial services. The Bank has devoted more efforts to expanding its cross-border RMB business and thus became the major RMB clearing channel for overseas central banks, correspondent banks and exchanges and the preferred bank of Chinese enterprises for RMB business. It has opened 1,508 cross-border RMB clearing accounts for correspondent banks from 119 countries and regions, thus holding a leading position among domestic banks. It also promoted the RMB Cross-Border Interbank Payment System (CIPS) and signed cooperation agreements for indirect participants with 160 domestic and overseas financial institutions, seizing the largest market share in the banking industry. The Bank’s custodian service for Qualified Foreign Institutional Investors (QFIIs) and RMB Qualified Foreign Institutional Investors (RQFIIs) ranked among the top in terms of both customer base and business scale. The Bank strengthened cooperation with global sovereign institutions and non-bank financial institutions. As a result, the Bank was chosen by four foreign sovereign institutions as their agent in the interbank bond market and was appointed by five foreign sovereign institutions as their agent for interbank foreign exchange trading. The Bank was selected by China Securities Depository and Clearing Corporation Limited as the settlement bank for Southbound Hong Kong Trading Link under the Shenzhen-Hong Kong Stock Connect. Hong Kong Securities Clearing Company Ltd. authorised the Bank to be the sole settlement bank for the Northbound Shenzhen Trading Link. Furthermore, the Bank helped international financial institutions to issue SDR-denominated bonds in the domestic interbank market and to issue RMB3.0 billion of green bonds in the domestic market, and the Bank conducted strategic cooperation regarding “Belt and Road” business.

As at 31 December 2016, the Bank ranked first in terms of market share in foreign currency deposits from financial institutions. It also led its peers in B-Share clearing business volume. The inbound international settlement business volume directed to the Bank by its overseas correspondent banks also ranked first in the market. Its third-party custody business continues to grow rapidly and the annual fee income from its bancassurance business reached a record high.

The Bank comprehensively implemented national policies and measures to support the development of small and medium-sized enterprises (SMEs), and endeavoured to develop an SME finance service model integrating the “Credit Factory”, “investment and loan linkage mechanism” and “cross-border matchmaking”, thus constantly enhancing SME finance services. In 2016, loans to micro and small-sized enterprises in China continued to grow stably, with the Bank satisfying the regulatory requirement of the “Three No-Less-Thans” – that is, an SME loan growth rate of no less than the average growth rate of domestic loans, a number of SME borrowers no less than that of the prior year and a loan approval ratio for SME borrowers of no less than that of the prior year. The Bank followed the national development strategies of innovation-driven development and supported “mass entrepreneurship and innovation”. Among large commercial banks in China, the Bank was the only one to be included in the first batch of the “investment and loan linkage mechanism” pilot programme, and piloted “investment and loan linkage mechanism” in the national autonomous innovation demonstration zones in five provinces and cities including Beijing, Tianjin, Shanghai, Hubei and Shaanxi. In addition, the Bank fully leveraged its advantages in specialised operations, established franchising institution specialised in science and technology and set up external expert database, so as to support the development of technology and innovation-oriented SMEs. It also reinforced business cooperation among BOCG Investment, BOCI China and BOCIM, in a bid to promote the linkage of investment and lending in an in-depth manner.

The Bank earnestly promotes cross-border investment matchmaking services for SMEs by supporting enterprises to access foreign funds and advanced technologies and by boosting transformation and upgrading, technological exchanges and cross-border cooperation, so as to help domestic SMEs to integrate into the global industrial and value chain. This was highly praised by all sectors of society. To date, the Bank has organised 28 cross-border matchmaking events across five continents, attracting over 20,000 SMEs from both China and other countries and regions. The Ministry of Industry and Information Technology (MIIT) and the Bank jointly issued the Five-year Action Plan on Promoting the International Development of Small and Medium-sized Enterprises (2016-2020) and the Bank was invited to attend the APEC SME Working Group Meeting and the EU-China SME Policy Dialogue. The Bank enhanced risk control and compliance management, improved its early-warning mechanism on asset quality control and continuously enhanced its capabilities in identifying and mitigating credit risk, thus maintaining SME loan quality at a stable and controllable level.

As at 31 December 2016, the Bank’s outstanding loans to micro and small-sized enterprises¹ amounted to RMB1,284.9 billion, an increase of RMB139.2 billion compared with the prior year-end. The Bank served 3.11 million SME customers and granted SME loans of RMB1,912.5 billion.

Pension Business

In an effort to support the development of China’s social security system, the Bank continuously increases its pension-related product offerings, promoted product innovation, optimised service system functions and developed a comprehensive service system. It provides a range of pension-related financial services including enterprise annuities, occupational annuities, social security, employee benefit plans, employee stock ownership plans and pension security management products, thus enhancing customer satisfaction.

As at 31 December 2016, the Bank’s total number of individual pension accounts reached 4.1690 million, an increase of 0.2955 million or 7.63% compared with the prior year-end. Assets under custody amounted to RMB157.320 billion, an increase of RMB25.520 billion or 19.36% compared with the prior year-end, with the Bank serving more than 10,000 clients.

¹ Micro and small-sized enterprise loans statistical standards are executed in accordance with the Guiding Opinions on Financial Services for Micro and Small-sized Enterprises in 2014 (Yinjianfa [2014] No. 7).

Personal Banking

Seizing development opportunities brought about by the transformation of China's economic structure, the Bank closely follows the policies of interest rate and exchange rate liberalisation and the reform of RMB settlement accounts, etc., and continues to boost product competitiveness and further improved customer experience, thus gradually highlighting the strategic importance of personal banking. In 2016, the Bank's domestic personal banking business realised an operating income of RMB133.220 billion, an increase of RMB14.371 billion or 12.09% compared with the prior year.

Personal Deposits

In 2016, the Bank actively responded to external challenges, including interest rate liberalisation and internet finance development, leveraged the advantage of comprehensive financial services and vigorously expanded fundamental businesses such as salary payment agency, collection and payment agency, sweep agency and escrow agency, thus promoting steady growth in its personal deposit business. The Bank ramped up innovation in personal deposit products and provided customers with deposit products of different terms and types aimed at meeting their diverse needs. In line with the PBOC account reform requirement, the Bank was the first to roll out and apply Category II and Category III accounts among the domestic banks. It also built a "BOC Good Accounts" system, providing customers with more integrated services, more convenient experiences, safer protections and more intelligent management. Exploiting its specialised advantages in foreign exchange, the Bank continues to optimise its business process to better meet customer requirements for opening and using foreign exchange savings, settlement and capital accounts and offered a higher-quality account opening witness agency service for cross-border customers. It diversifies personal foreign currency deposit products, increasing the number of foreign currencies offered for personal deposit and withdrawal businesses to 25 and further enhancing its competitive advantage in foreign exchange services. The Bank has introduced a Turkish Lira and Saudi Arabian Riyal banknote exchange business, bringing the number of convertible foreign currencies to 33, thus remaining in first position among its peers and also facilitating the foreign exchange needs of customers going abroad.

As at 31 December 2016, the Bank's domestic RMB personal deposits totalled RMB4,349.300 billion, an increase of RMB367.140 billion or 9.22% compared with the prior year-end. Personal foreign currency deposits amounted to USD49.307 billion, maintaining a leading market share.

Personal Loans

In 2016, the Bank vigorously implemented national policies which aimed at expanding domestic demand, promoting new consumption and supporting the real economy by accelerating the healthy development of its personal loan business. The Bank strengthened the development of personal housing loans, mainly serving the needs of households seeking to buy owner-occupied homes. Insisting on prudential operation, the Bank strictly executed a differentiated housing credit policy and reinforced risk management practices. It accelerated its consumer finance business in response to the trend of consumption upgrade. Based on the internet and big data technologies, it launched "BOC E-Credit", a whole-process online consumer loan service, boosting its support of new consumption. The Bank rationally adjusted the industrial structure of its personal business loans in order to support the financing needs of the real economy. It researches and develops distinct service models for different customer segments, such as customers targeted according to shopping districts or industrial chains, or those commonly engaged in agriculture-related businesses. The Bank continues to improve its government-sponsored student loan service, spares no efforts to help low-income students to finish school and assumes its share of responsibility for poverty alleviation. The Bank optimised and upgraded its personal loan business system by further enriching the self-service functions of e-channels. Fully leveraging its globally integrated operations, the Bank provides customers with cross-border financial services such as individual loans for overseas study and credit rating certification.

As at 31 December 2016, the total amount of RMB personal loans of the Bank's domestic operations stood at RMB2,983.945 billion, an increase of RMB586.618 billion or 24.47% compared with the prior year-end. The Bank also maintained a leading market position in personal auto loans and sponsored student loans.

Wealth Management and Private Banking

In 2016, the Bank accelerated the development of its wealth management business and enhanced its private banking service capabilities. The Bank further cultivated its personal customer relationship manager and private banker teams and made unremitting efforts to improve customer relationships and customer experience, thereby recording a steady increase in the number of middle and high-end customers. It launched precision marketing to attract more high-quality existing customers by capitalising on big data technology and its customer relationship management system. Taking advantage of its diversified and internationalised operations, the Bank expanded its incremental customer base in bulk via internal collaboration across the Group with a focus on featured customer groups. The Bank improved its product R&D model, enhanced its innovation ability for investment products, established a multi-dimensional product shortlisting platform and offered customised discretionary assets management and family trust services, with the aim of further building up the competitiveness of its wealth management business.

To address customer requirements for cross-border financial services, the Bank has leveraged the advantages arising from its global presence and accelerated the development of its overseas private banking channels by establishing the Singapore Branch Private Bank, which helps to further improve its global service network and marked a key step forward in the global expansion of the Bank's private banking services. In addition, the Bank is devoted to undertaking its social responsibilities and called on customers to join a series of public welfare campaigns such as donations for education and auctions for charity.

As at 31 December 2016, the Bank had set up 7,632 wealth management centres, 323 prestigious wealth management centres and 36 private banking centres in the Chinese mainland. The Group had 95,400 private banking customers and managed over RMB1 trillion of financial assets on their behalf. In 2016, the Bank was recognised as the “Best Private Banking Brand in China” by Securities Times and won the “Best China Private Bank – Most Innovative Performer” from Wealth Management and the “Excellent Wealth Management Award” from jrj.com.

Bank Card

In 2016, the Bank actively pushed forward credit card innovation and continually enhanced its credit card products in the five categories of wealth, business travel, cross-border, consumer finance and urban youth. It promoted key products such as BOC Car Cards, BOC Great Wall Traveller's Cards, BOC Multi-Currency Credit Cards and BOC Overseas Student Cards, and issued such innovative products as BOC City Fun Platinum Cards, BOC New Oriental Co-branded Cards, Sino-US Tourism Year Souvenir Cards, BOC Tencent Video Co-branded Cards, Rio Olympics Multi-Currency Cards (Limited Edition), BOC-China Eastern Airlines Co-branded Cards, Wonderful Europe Great Wall Traveller's Cards and Great Wall World Elite Credit Cards. With the goal of developing inclusive finance, the Bank strived to build up a multi-level system that serves people's livelihood and consumption-related financial needs. It energetically expanded its featured instalment business lines including Billing Instalments, Decoration Instalments and Cash Instalments, and innovatively rolled out a “One Certification Lending” Auto Instalments product. In addition, the Bank continually upgraded the functionality of its online services such as the official “BOC Credit Card” WeChat account and the “Colourful Life” mobile app, and enriched the “Smart Buy” and value-added services provided by the preferential merchant platform. The Bank innovatively launched the QR code and other mobile payment products, expanded “Internet Plus” customer attracting mode, and diversified the functions of online application, online approval and online customer services, so as to provide customers with a comprehensive, convenient and safe app experience. The Bank has built a stereoscopic credit card marketing system, strengthened the promotion of the “BOC VIP Day” among domestic customers, continually carried out its “Global Splendours in One Card” and “BOC Overseas E-shopping” campaigns for cross-border customers, and promoted the “More Instalments, More Gifts” campaign to instalment customers. Moreover, with the aim of improving the customer service experience and guided by the goal of providing “efficient, considerate and safe” services, the Bank advanced 360-degree management of the customer card usage life cycle and refined the structure of customer credit limits, thus comprehensively enhancing the quality of its customer services.

The Bank keeps improving its debit card product and service system and secured rapid development of its debit card business through product innovation. It pursued the development of online debit card business and pushed forward the transformation towards “Internet Plus”, put in place UnionPay small-amount password-free quick payment for debit IC cards and introduced new mobile payment products, thus offering convenient payment and settlement services for customers. Meanwhile, the Bank has enhanced the construction of the rights and interests system of debit card holders. With the aim of using finance for the convenience and benefit of the people, it rolled out the “People’s Livelihood Finance” service in a variety of sectors such as social security and medical treatment. As at the end of 2016, the Bank had issued social security cards with financial functions in nearly 30 provinces (including municipalities directly under the Central Government) in cooperation with local Human Resources and Social Security Bureau. These deliver comprehensive financial services including convenient channel, collection and payment agency in social insurance funds (including pension insurance funds, medical insurance funds, unemployment insurance funds, work-related injury insurance funds and maternity insurance funds), investment of wealth management products and preferential measures for customers. It also issued the “resident health card with financial function” in provinces such as Guangdong, Liaoning, Hebei, Guizhou and Sichuan, offering treatment payment and health management services across the country to cardholders.

The tables below set out the issuance amount and transaction volumes of the bank cards of the Bank during each specified period:

| | <i>Unit: million cards</i> | | |
|--|----------------------------|-------------|-------------|
| | As at 31 December | | |
| | 2016 | 2015 | 2014 |
| Cumulative number of debit cards | 441.4327 | 419.4756 | 361.9304 |
| Cumulative number of effective credit cards | 59.3356 | 53.2818 | 47.8694 |
| Cumulative number of social security cards with financial functions | 83.7278 | 73.9719 | 60.6907 |

| | <i>Unit: RMB billion</i> | | |
|---|-------------------------------|-------------|-------------|
| | Year ended 31 December | | |
| | 2016 | 2015 | 2014 |
| Transaction amount of debit cards | 3,397.818 | 2,726.753 | 2,124.041 |

2 Financial Markets Business

In 2016, the Bank actively aligned itself with the trend towards interest rate and exchange rate liberalisation and RMB internationalisation, closely tracked developments in financial markets, leveraged its specialised advantages, continued to deepen the adjustment of its business structure and enhanced its efforts in financial market innovation, thus further enhancing its influence in financial markets.

Securities Investment

In 2016, the Bank strengthened its research and judgment regarding market interest rates and actively seized market opportunities arising from interest rate fluctuations to realise bond investment gains. The Bank continued to increase the investment of RMB interest rate bonds, narrowed its credit risk exposure and rationally adjusted its investment portfolio duration, thus further optimising its investment structure. Consistent with national macroeconomic policy, the Bank participated in local government bond investment in a market-oriented manner. The Bank tracks trends in international bond markets and optimised its foreign currency investment structure, preventing interest rate risk and credit risk. Furthermore, the Bank strengthened the centralised management of group-wide bond investment.

Trading

Effectively responding to market changes, in 2016, the Bank continually strived for innovation-driven development, enhanced its core trading capabilities and promoted customer structure optimisation, thus registering a stable yet rapid growth in its trading business. Specifically, it sped up the construction of the Hong Kong Offshore RMB Trading Centre and the London Trading Centre, as well as highlighting its offshore RMB quotation capacity, thereby becoming the top pick of other financial institutions for exchange rate enquiries. Thanks to enhanced product innovation and business transformation, the Bank became one of the first core trading institutions for credit risk mitigation in the domestic interbank market in 2016. The Bank was among the first group of market makers for the direct trading of 12 currency pairs including RMB/ZAR, RMB/HUF, RMB/PLN and RMB/DKK in the interbank foreign exchange market, meaning that the Bank now offers direct transactions of 22 foreign currencies against RMB. The Bank became one of the first batch of “Shanghai Gold” pricing members. It conducted the first interbank gold enquiry option deal, launched an iron ore forward hedging business, completed the first OTC bond transaction and handled the first currency swap of RMB against foreign currency on behalf of customers and the first FTF foreign exchange business in Shanghai FTZ. Closely following the “Belt and Road” initiative, the Bank bolstered its hedging business in emerging markets to help China’s “Going Global” companies manage their foreign exchange and interest rate risks, conducted Saudi Arabian Riyal cash exchange trading and Turkish Lira cash/spot exchange trading businesses against RMB, and launched trading in 19 emerging market currencies including the Czech Koruna and Mongolian Tugrik, bringing the total number of tradable foreign currencies up to 47. Following trends in internet finance and big data, the Bank vigorously expanded its online transaction business by releasing a comprehensive treasury transaction brand called “E Rong Hui” and sharpening the first-mover advantages of its e-trading platforms for corporate customers. Actively playing its part in the opening up of domestic financial markets, the Bank promoted its agency business in the interbank bond market and foreign exchange market to overseas institutional investors and established trading relationships with a number of sovereign agencies and international multilateral organisations. The Bank secured the leading market share in foreign currency exchange against the RMB.

Investment Banking and Asset Management

The Bank grasps opportunities arising from the rapid development of asset management in the domestic market, leverages the competitive advantages of its diversified businesses and provided customers with comprehensive, professional and customised investment banking and asset management services, including bond underwriting and distribution, asset management and financial advisory. To facilitate the building of China’s multi-layered capital markets system and to support domestic customers’ direct financing needs, it has underwritten 384 debt financing instruments for non-financial enterprises in the domestic open market with a total financing amount of RMB348.3 billion. The Bank has assisted its overseas customers in financing activities in the domestic market and has successfully underwritten 15 Panda Bonds for customers including the Canadian Province of British Columbia and the Ministry of Finance of the Republic of Poland, etc., becoming the only bank in the Chinese mainland to successfully underwrite Panda Bonds issued by enterprises, financial institutions and sovereign institutions around the globe. Following the trend of RMB internationalisation, the Bank has assisted sovereign and quasi-sovereign institutions in offshore RMB bond issuance. It has acted as the sole underwriter and bookrunner for the Republic of Hungary in its Dim Sum Bond issuance and led the underwriting of Dim Sum Bond issued in London for the Ministry of Finance of China. The Bank has solidly maintained its leading market share among Chinese peers in offshore RMB bond underwriting. Leveraging the advantages arising from its globally integrated operations, the Bank assisted its customers with cross-border financing services and participated in the underwriting of foreign currency bond and offshore RMB bond in overseas market for a number of medium and large-sized enterprises, sovereign institutions, financial institutions and international development institutions. In 2016, the Bank participated in the bookrunning of the first offshore USD-denominated sovereign bonds issued by Saudi Arabia, which amounted to USD17.5 billion, as the only Chinese underwriter. It captured the leading market share as an underwriter of Chinese enterprises’ offshore G3 currency (i.e. USD, EUR and JPY) bonds.

The Bank optimised and transformed its asset management business to refocus on the substance of asset management business. Building on its competitive advantages in global asset allocation, the Bank launched new products, such as BOC Rong Hui, BOC Strategy, BOC Structural-Linked Products and BOC Accumulated Asset Series (USD), to fulfil customers' diversified investment needs. In 2016, the Bank issued 5,879 wealth management products with a total year-end value of RMB1,512.1 billion, including RMB1,176.8 billion of non-principal-guaranteed products and RMB335.3 billion of principal-guaranteed products. The Bank also established Private Wealth Management Product Centres to provide differentiated products for clients with diverse risk appetites. Meanwhile, the Bank has expanded its investment targets in the private equity and capital markets, broadened investment channels and optimised overall asset allocation to improve asset yields. It leveraged the advantage of cross-border integration within the BOC Group to promote its overseas asset management business. It has established Bank of China Asset Management Centre (Asia) and Bank of China Asset Management Centre (Europe), which successfully issued the BOC Group's first Undertakings for Collective Investment in Transferable Securities (UCITS) fund.

The Bank enhanced the quality of its financial advisory services and provided professional advisory including financing plans, cross-border finance advisory and restructuring and M&A advisory, so as to satisfy customers' multifaceted demands regarding financing and cross-border operations. The Bank steadily promoted its credit asset-backed securitisation business and stepped up the structural optimisation of its existing assets. It has successfully issued three residential mortgage-backed securities with a total amount of RMB30.941 billion and two non-performing credit asset-backed securities with a total amount of RMB0.916 billion, including the first non-performing credit asset-backed securities since the resumption of domestic credit asset-backed securitisation business.

Custody Business

The Bank actively seized market opportunities and continuously promoted marketing, product innovation, service optimisation and systematic upgrading in its custody business, working towards the initial formation of a globally-integrated custody service network. The Bank proactively embraces the opportunities arising from prosperous development of assets management business and vigorously promoted its custody products such as insurance funds, securitisation, industry funds, RQFII and overseas institutions in the interbank bond market. It has mounted a successful bid to become the custody bank for basic endowment insurance funds, and its assets under custody continued to expand. The Bank accelerated the construction of its global custody network, established and improved its global custody service capacity and set up multiple domestic and overseas custody centres in Asia and Europe, becoming the first commercial bank in China to launch an overseas custody system. The Bank is also among the first to provide a custody service for clients investing in the Shenzhen-Hong Kong Stock Connect, enhancing its capacity to provide a one-stop service for clients' global asset allocation needs.

As at 31 December 2016, the Group's assets under custody exceeded RMB8 trillion.

Village Bank

BOC Fullerton Community Bank actively implements national strategies on agriculture, farmers and rural areas, with the aim of "focusing on county area development, supporting farmers and small-sized enterprises, and growing together with communities". It is committed to providing modern financial services to farmers, micro and small-sized enterprises, individual merchants and the wage-earning class, thus promoting the construction of China's "New Countryside". The Bank focuses its business efforts on agriculture, farmers and rural areas, introducing more than 50 kinds of products belonging to 10 agricultural categories, i.e. poultry, cattle, aquaculture and plants. All products were highly praised by customers.

BOC Fullerton Community Bank significantly expanded its institutional reach with a focus on counties in central and western regions where financial services were previously lacking. As at the end of 2016, 82 BOC Fullerton Community Banks and 77 sub-branches had been established in 12 provinces (including municipalities directly under the Central Government). In particular, 78% of BOC Fullerton Community Banks and sub-branches were established in central and western regions, and 33% were in official poverty-level counties. BOC Fullerton Community Bank has become the largest domestic village bank in terms of total institutions and business scope. In 2016, BOC Fullerton Community Bank served 1.048 million customers, an increase of 43.56% compared with the prior year-end. The balances of total deposits

and loans of these banks were RMB20.219 billion and RMB18.511 billion respectively, an increase of 34.08% and 21.43% compared with the prior year-end, among which loans to farmers and micro and small-sized enterprises accounted for 92.52%. The NPL ratio was 1.70% and the ratio of allowance for loan impairment losses to NPLs stood at 208.53%.

BOC Fullerton Community Bank has received several prizes including the “Best Innovation Award for Financial Model” issued by China Business Journal, the “Outstanding Management of Community Banks Award” issued by China Finance and the “2016 Corporate Social Responsibility Award” issued by xinhuanet.com.

3 Overseas Commercial Banking

In 2016, the Bank practically implemented national strategies and seized market opportunities arising from the construction of the financial artery of the “Belt and Road” initiative, RMB internationalisation and Chinese enterprises’ “Going Global” initiative. It promoted the establishment of overseas institutions in an organised manner and pushed forward the integrated development of its domestic and overseas operations, thus continually enhancing its global service and support capabilities and sharpening its market competitiveness. As at 31 December 2016, the balance of due to customers and loans of the Bank’s overseas commercial banking operations amounted to USD372.832 billion and USD308.591 billion respectively. In 2016, the Bank’s overseas commercial banking achieved a profit before income tax of USD11.329 billion, accounting for 33.88% of the Group’s total profit before income tax. The Bank continued to lead its domestic peers in international business in terms of scale, profitability and the overall proportion of its internationalised operations. In 2016, the Bank granted new credit of about USD30.7 billion to the “Belt and Road” countries, resulting in a cumulative total of almost USD60.0 billion in credit extended.

Regarding branch distribution, the Bank closely kept up with customers’ financial service needs around the globe, accelerated improvements in the distribution of institutions in countries along the “Belt and Road” and in emerging markets, and increased outlets in countries with an existing BOC presence, so as to provide comprehensive financial services for customers. As at the end of 2016, overseas institutions of the Bank totalled 578, covering 50 countries and regions across six continents, up by four new countries, of which 19 countries are along the “Belt and Road”.

For corporate banking, the Bank tapped into the “Blue Ocean” of cross-border business, improving its global hierarchical customer service system and the construction of its cross-border financing product and service system. Giving full play to its advantages in overseas business, the Bank supported the large-scale cross-border projects of Chinese enterprises, mainly through high-end products including syndicated loans, project financing, M&A financing, leverage financing and private equity financing. This includes projects in global infrastructure construction, energy and mineral resources, equipment manufacturing and cooperation to improve production capacity. In this way, the Bank assisted both the “Going Global” initiative for Chinese enterprises and the “Bringing In” initiative for overseas enterprises, helping them carry out cross-border investment and international cooperation in production capacity and supporting the internationalisation of overseas enterprises. As a result, the Bank continuously optimised the core customer group of its overseas corporate banking business. Strengthening its business cooperation with international mainstream banks and policy financial institutions, the Bank is committed to providing more financial support and delivering better services to the major projects of countries along the “Belt and Road”.

For personal banking, the Bank provides “one-stop” financial services for personal “Going Global” customers by leveraging its extensive overseas institutions network. Targeting customers studying or working overseas, the Bank offers an account opening witness service in 18 countries and regions covering North America, Europe, Asia and Australia and built up account opening witness service brands such as “Brilliant Tomorrow” in the US, “Golden Age” and “UK Manager” in the UK, “Home in Canada”, and “Golden Years” in Australia, continually enhancing its integrated service capabilities. The Bank increased its efforts to push forward the development of its cross-border payment business and continuously developed a differentiated, multi-feature cross-border system for its products and services, thus enhancing the cross-border customer experience. It has launched the “Traveller’s Credit Card + Multi-Currency Credit Card” product portfolio in order to diversify its cross-border products offers, and upgraded the “basic cashback + products cashback + additional special offers” market system in order to diversify its cross-border services. The Bank insists on differentiated and localised strategies for the development of

its overseas bank card business, continued to promote the research and development of new products including business credit card in Macau and UnionPay credit card in Sydney, and expanded cooperation with overseas mainstream and well-known merchants and third-party institutions in an in-depth manner. The Bank has optimised the structure of its overseas debit card system and launched UnionPay dual-currency (RMB and local currency) debit cards and Visa and MasterCard single currency debit cards. As at the end of 2016, overseas institutions of the Bank that issue debit card products covered 17 countries and regions.

For financial market business, the Bank continues to leverage the advantages arising from its integrated domestic and overseas businesses, expanded the business scope of its overseas operations, and delegated authority to RMB clearing banks to perform local primary quotation, thus stimulating the development of its offshore RMB trading business. In 2016, it sped up the construction of overseas trading centres with the London Trading Centre bringing all business lines' products into operation. It also focused on improving its offshore RMB quotation capacity, becoming the top pick of other financial institutions for exchange rate enquiry. It conducted forward cross-border RMB purchase and sale business for multinational corporations in Frankfurt, New York, Sydney, etc., and provided debt hedging services for China's "Going Global" enterprises. The Bank took full advantage of its cross-border operational strengths by actively marketing custody services to domestic sovereign investment funds, qualified domestic institutional investors (QDII), QFIIs, RQFIIs and overseas institutions with funds invested in the interbank bond market, and developed innovative custody services for Shenzhen-Hong Kong Stock Connect. Assets under custody for its overseas institutions ranked among the top in the industry. The Bank successfully issued green bonds totalling USD3 billion equivalent, the largest green credit bond issuance covering the most tranches in the international market. The Bank also issued USD500 million green covered bonds, which were the first covered bonds ever issued by a Chinese bank.

For clearing services, the Bank consolidated its position at the leading edge of international payments by continuously improving its cross-border RMB clearing capabilities. In 2016, the Bank's cross-border RMB clearing transactions totalled RMB311.98 trillion, maintaining first place in global markets. The Bank was designated as the local RMB clearing bank in the US, thus accounting for 11 of the world's 23 authorised RMB clearing banks, leading its peers. The Bank ranked first in terms of the number of CIPS indirect participants, further improving its comprehensive settlement services.

For e-banking, the Bank further expanded the coverage of its overseas channel services and promoted its online banking service in Bank of China (Canada), Toronto Branch, Panama Branch and Vienna Branch, etc in 2016. The Bank further expanded its mobile financial services and promoted personal mobile banking services in its 15 overseas institutions including its Tokyo Branch, Bank of China (Thai) Public Company Limited, Bank of China (Malaysia) Berhad, Frankfurt Branch and Milan Branch. The service functionality of overseas online banking, telephone banking and SMS banking was further enhanced.

Bank of China (Hong Kong) Limited ("BOCHK")

In 2016, BOCHK vigorously implemented the Group's strategies, captured development opportunities arising in the market and leveraged its own competitive advantages. Its core business realised sound growth and key financial indicators remained at solid levels. BOCHK actively explored business opportunities in the ASEAN region and saw the strategic value of its regional development beginning to emerge. It expedited business transformation and technological innovation and continued to refine its business structure to become more customer-centric. It optimised its distribution channels and internet finance capabilities in order to enhance overall service capabilities. BOCHK continued to sharpen its competitive edge in the RMB clearing business and stepped up its efforts in building key business platforms.

BOCHK's operating results reached another record high and it maintained leadership in key business areas. In 2016, BOCHK effectively improved its income mix and saw its financial performance reach a new high. It further optimised its asset and liability structure. The total deposits and loans grew rapidly and ahead of the market with a higher market share. The proportion of low-cost and interest-free deposits continued to rise. The growth rate of loans and deposits outpaced that of market peers. BOCHK's asset quality also outperformed that of its peers. In its role as the Asia-Pacific Syndicated Loan Centre, BOCHK diversified its corporate finance business and maintained its status as the top mandated arranger in the Hong Kong-Macau syndicated loan market for the 12th consecutive year. It cultivated the local market in Hong Kong, providing comprehensive financial solutions to industrial and commercial enterprises. It

maintained its leadership in the UnionPay merchant acquiring and card issuance business in Hong Kong. It accelerated the acquisition of SMEs, government and institutional customers, and introduced a new wealth management service model, achieving continuous growth in the total number of middle to high-end customers together with related total assets under management (AUM). BOCHK continued to optimise its private banking products and service platform, resulting in solid growth in the number of private banking customers.

BOCHK accelerated the optimisation of its regional distribution and saw regional synergies beginning to emerge. BOCHK successfully completed the sale of NCB and its sale of shares in Chiyu Banking Corporation Limited. Meanwhile, its regional development within the ASEAN region proceeded smoothly. It completed the share acquisition of Bank of China (Malaysia) Berhad and Bank of China (Thai) Public Company Limited on 17 October 2016 and 9 January 2017 respectively. On 20 December 2016, BOCHK's first overseas institution, the Brunei Branch, formally commenced business, further improving its business structure and distribution.

BOCHK has deepened collaborative activities and has strengthened cross-border business development. By capitalising on the Group's competitive advantage in internal collaboration, BOCHK provided leading Chinese mainland enterprises in their expansion into the ASEAN region, as well as enterprises in countries along the "Belt and Road", with a comprehensive range of financial solutions. Business support was also extended to non-Chinese and leading local enterprises, and business relationships were established with overseas central banks and financial institutions. Moreover, by leveraging its advantage in banking product, BOCHK cooperated closely with the Group's ASEAN entities to help them expand their business, while raising their influence and competitive edge in the ASEAN region. BOCHK pursued its business development in FTZs and made use of the Group's collaborative mechanism and platform for cross-border business to develop the cross-border financing and cross-border cash pooling business. To meet the growing demand among the Chinese mainland customers for overseas asset deployment, BOCHK set up a new service model to facilitate two-way customer referral activities.

BOCHK consolidated its competitive edge in RMB clearing business and developed its key business platforms. In 2016, BOCHK successfully joined the CIPS, becoming the only clearing bank with both CIPS and the China National Advanced Payment System (CNAPS) as its clearing channels. It continued to consolidate and enhance its leading position in the global RMB clearing business. BOCHK successfully obtained all business qualifications for Shenzhen-Hong Kong Stock Connect and became the sole settlement bank for the Northbound Shenzhen Trading Link as well as a provider of cross-border fund settlement services for the Southbound Hong Kong Trading Link. At the same time, BOCHK expedited the development of its key business platforms with continuous expansion of business scale in key businesses such as credit cards, asset management and cash management.

BOCHK has fully implemented channel integration and has strengthened its competitive advantages in internet finance. BOCHK leveraged its advantages in branch network and implemented the branch transformation project to be more customer-centric. Following changes to the reporting structure, functions and duties of its branches, BOCHK was able to optimise its branch service offerings to both corporate and personal customers. It has deepened the integration of both online and offline channels to improve business process. BOCHK remains committed to the development of internet finance. It pioneered the blockchain technology application for mortgage property valuation and completed the first property valuation case with this application, thereby increasing operational efficiency in financial services. BOCHK also actively developed mobile payment services with the introduction of services such as mobile banking small value transfers and QR code payment. It has also stepped up its establishment of the big data platform with enhanced overall service capabilities, leading to a continuous rise in the total number of customers using e-channels.

BOCHK was recognised with a number of awards from The Asian Banker, including the "Strongest Bank in Asia Pacific and Hong Kong", "Best Cash Management Bank in Hong Kong", "Best Retail Bank in Hong Kong", "Best Transaction Bank in Hong Kong", "Best Corporate Trade Finance Deal in Hong Kong", "Technology Innovation Awards – Best Mobile Social Media Engagement Project" and "Wealth Management Business of the Year". It won the "Best SME's Partner Award" from the Hong Kong General Chamber of Small and Medium Business for the ninth consecutive year.

4 Diversified Business Platforms

The Bank gives full play to the competitive advantages arising from its diversified business platforms and fully implements the "Belt and Road" initiative by focusing on its specialised business areas, deepening business collaboration and promoting cross-selling and product innovation, thus enhancing synergies across the Group while providing comprehensive and high quality financial services to customers.

Investment Banking

BOC International

The Bank operates its investment banking through BOC International. As at 31 December 2016, BOC International had total assets of HKD60.87 billion, net assets of HKD15.73 billion, and realised an operating revenue of HKD3.15 billion. BOC International achieved leading positions in multiple core businesses.

BOC International emphasises a customer-centric approach and improved its customer management system. It established Sales, Trading and Research division, further enhancing its overall service capability to global institutional customers. BOC International continued to strengthen its research capability and expand its research coverage, saw the value of this “think tank” function gradually emerge as a consequence. It further explored the business potential of “investment banking + commercial banking” dual driving model. BOC International accelerated the implementation of its internationalisation strategy, further leveraged the expertise of its Government Services Division and Financial Solutions Team, providing comprehensive financial solutions to both domestic and overseas customers.

BOC International’s equity financing and financial advisory services recorded solid growth with 15 IPO projects, three financial advisory projects and one placement project completed in 2016. BOC International also ranked first in Hong Kong’s IPO underwriting market in terms of total raised funds. BOC International was involved in the largest banking M&A transaction in Asia (ex. Japan) and the largest financial services M&A transaction in China. BOC International’s bond underwriting business maintained a leading position while expanding step-by-step worldwide. It provides a one-stop professional bond financing services, including bond underwriting, sales support, market making, B&D and fixed income research. In 2016, it successfully participated in the underwriting of 66 bond issues. Its structure products business also recorded steady growth in 2016.

As one of the largest brokerage houses in Hong Kong, BOC International maintains its leading position in the securities industry, recording a substantial turnover. It strives to expand the business related to Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, and continuously develops employee stock option programmes with sufficient project pipelines. By paying equal attention to development and compliance, BOC International has strengthened and improved its private banking products and service platform, thus providing diversified, value-added wealth management services to customers. It has recorded strong growth in insurance business. In addition, its subsidiary, BOCI-Prudential Asset Management Limited, maintained its position as the top-ranked service provider in the Hong Kong Mandatory Provident Fund market and the Macau pension market, and received official designation as an asset manager for the Mandatory Provident Fund Scheme of the Hong Kong Special Administrative Region Government from 2016 to 2026.

BOC International has recorded steady development of its global commodity business and further strengthened its market making capability. It became the first Chinese financial institution to obtain the trading membership of Bursa Malaysia. By fully leveraging its self-clearing system, BOC International provided clearing services on the London Metal Exchange (LME) and InterContinental Exchange Europe (ICE Europe) to other Chinese securities firms. In line with economic and industry trends, it comprehensively improved its equity investment business structure and investment portfolio. Its Bohai Industrial Investment Fund, China Culture Industrial Investment Fund and BOCI Infrastructure Fund all achieved good performance, investing in several landmark projects in different industries.

BOC International was awarded “Best Investment Bank in China” and “Best DCM House in Asia-Pacific” by Global Finance, “Best Chinese DCM House in Hong Kong” and “Best FIG Deal” by FinanceAsia, “Best Investment Grade Corporate Bond” by AsiaMoney, “Best Investment Management Company, Hong Kong” by World Finance, “CAPITAL Merits of Achievements in Banking & Finance – MPF & ETF” by CAPITAL, “Best Fund Management Company Hong Kong 2016” by Global Banking and Finance Review, and “The Most Welcomed Broker in Greater China” by Hong Kong Commercial Newspapers.

BOCI China

The Bank operates its securities-related business in the Chinese mainland through BOCI China. As at 31 December 2016, BOCI China had total assets of RMB42.439 billion and net assets of RMB10.706 billion.

Adhering to a robust and aggressive development principle, BOCI China implements the “Synergy + Transition” strategy and pushed forward business development in order to cultivate its core competitiveness while focusing on risk compliance. As a result, its industry influence has increased. It transformed its investment banking business model to “investment bank + commercial bank”, “investment bank + investment” and “domestic + overseas”. It has shifted its brokerage business focus towards wealth management, improved the versatility of its branches and continually increased its service capability and market share. BOCI China has maintained its leading position in AUM and successfully issued its first publicly offered fund product.

BOCI China was awarded “Best Bond Investment Bank in China”, “Best Refinancing Investment Bank” and “Best Securities Company for Institutional Service” by Securities Times, “Three-Year Golden Bull Securities Company’s Collective Asset Management Plan” by China Securities Journal and “Best IPO”, “Best Refinancing Project”, “Best Enterprise Bond Project” and “Best Financial Advisory Project” by New Fortune.

BOCIM

The Bank operates its fund management business in the Chinese mainland through BOCIM. As at 31 December 2016, BOCIM’s total assets stood at RMB2.627 billion and its net assets totalled RMB1.861 billion. BOCIM realised a profit after tax of RMB1.009 billion, up by 35.62% compared with the prior year.

BOCIM’s total AUM reached RMB928.0 billion, an increase of 37% compared with the prior year. Total AUM for publicly offered funds reached RMB342.1 billion, up by 23% compared with the prior year. In addition, BOCIM maintained sound internal control and risk management, and greatly enhanced its brand image and market reputation.

BOCIM has been honoured as a “Five-year Sustainable Return Star Fund Company” for four consecutive years. Its BOC Steadiness Increased Income Bond Seed Fund was awarded “Golden Fund One-year Bond Star Fund” and its BOC Guaranteed Fund was awarded “Three Years Continuous Return Guaranteed Star Fund”.

Insurance

BOCG Insurance

The Bank operates its general insurance business in Hong Kong through BOCG Insurance. As at 31 December 2016, BOCG Insurance reported total assets of HKD7.607 billion and net assets of HKD3.875 billion. In 2016, BOCG Insurance recorded gross written premium of HKD2.008 billion and a profit after tax of HKD103 million. Its gross written premium remained consistently at the forefront of the Hong Kong general insurance market.

BOCG Insurance has continuously promoted business restructuring and intensified the expansion of its high-quality business. In 2016, it recorded gross written premium for its high-quality business of HKD1.240 billion, accounting for 61.76% of total gross written premium, an increase of 8.92 percentage points compared with the prior year.

BOCG Insurance has deepened business linkages within the Group and strengthened cross-border cooperation synergies. Giving full play to the advantages arising from the integrated and diversified operations of the Group, BOCG Insurance has promoted multilevel synergies and provided comprehensive combined banking and insurance service solutions to customers. It continued to strengthen cooperation with other domestic and international insurance companies, effectively widened its sales channels and explored business opportunities in overseas markets.

BOCG Insurance grasps market trends and has increased efforts to promote its e-channels. It provided online application and claims services inquiry in respect of travel insurance, home comprehensive insurance and motor insurance, etc. through its official website, mobile app and WeChat, etc. Sales from its online platforms expanded rapidly. In 2016, the gross written premium contributed by online platforms increased by 44.98%.

BOCG Insurance improved the comprehensiveness of its risk management and effectively guarded against business risks. Based on a sound risk management system, it enhanced risk control standards and implemented full-scale, full-process and all-staff risk management measures. By proactively managing post-underwriting risks, it strengthened the effective management of its insurance programmes and reduced various risks at the source.

BOCG Insurance geared up promotion of its key product and established a professional brand image. It hosted the third “BOCG Insurance Forum” which was well received by the industry. In “The Hong Kong Insurance Award 2016”, BOCG Insurance was awarded the “Outstanding Online Platform Award – General Insurance” and the finalist of “Outstanding Training and Development Award”.

BOCG Life

The Bank operates its life insurance business in Hong Kong through BOCG Life. As at 31 December 2016, BOCG Life’s total assets amounted to HKD111.186 billion and net assets amounted to HKD7.402 billion. In 2016, BOCG Life recorded a gross premium income of HKD19.357 billion and a profit after tax of HKD1.041 billion.

BOCG Life strengthened collaboration with the Group and maintained its leading position in the Hong Kong RMB life insurance market. It leveraged its multiple distribution channels and continued to enhance product and service innovation. It launched featured products such as the MaxiWealth ULife Insurance Plan, UltraReach Insurance Plan, Cancer Rider and SmartUp Whole Life Insurance Plan, so as to further enrich its product portfolio and meet the different needs of customers. BOCG Life solidified its distribution capabilities so as to enhance service quality to customers, achieving stronger growth in its tied agency and broker business. It also opened a new customer service centre to provide a one-stop professional and integrated life insurance service to customers.

BOCG Life received the “Insurance Company of the Year – Outstanding Performance” and “Saving Plan – Excellence Awards” from Bloomberg Businessweek. It also received the “RMB Business Outstanding Award – Outstanding Insurance Business” from Hong Kong Wen Wei Po.

BOCG Insurance

The Bank operates its property insurance business in China through BOC Insurance. As at 31 December 2016, BOC Insurance reported total assets of RMB12.180 billion and net assets of RMB4.881 billion. In 2016, it realised gross written premiums of RMB5.171 billion, and a profit after tax of RMB152 million.

In response to the opportunities brought about by the implementation of the “Belt and Road” initiative, BOC Insurance accelerated the pace of its overseas business development. Its overseas business generated written premiums of RMB155 million, up by 165% compared with the prior year. It completed 90 overseas projects in 2016, reporting a total investment and project contracting amount of over RMB1.6 trillion. In the meantime, BOC Insurance also supported large Chinese “Going Global” enterprises such as China National Petroleum Corporation, China Petroleum & Chemical Corporation, China Communications Construction Group, Power Construction Corporation of China and China Railway Construction Corporation Limited, and operated overseas insurance-related programmes in nearly 60 countries and regions in Asia, Africa and South America. Undertaking the social responsibilities, BOC Insurance responded immediately and worked tirelessly to handle a variety of insurance claims. BOC Insurance pushed forward the reform of commercial auto insurance premiums, with all of its branches receiving regulatory acceptance by the China Insurance Regulatory Commission regarding commercial auto insurance premium reform. BOC Insurance accelerated business channel innovation, and developed its key customer and e-channels in a coordinated manner. By expanding accident insurance and health insurance products through new channels such as “direct mailing + telesales”, BOC Insurance recorded a year-on-year growth of 28% in written premiums in 2016. After substantially expanding its key customer-related programmes, it accumulatively contracted with a total of 216 key customers. BOC Insurance enhanced its comprehensive capacity and was granted an “A-” rating by Standard & Poor’s.

BOC-Samsung Life Ins. Co., Ltd. (“BOC-Samsung Life”)

The Bank operates its life insurance business in the Chinese mainland through BOC-Samsung Life. As at 31 December 2016, BOC-Samsung Life recorded total assets of RMB10.173 billion and net assets of RMB1.275 billion. In 2016, it realised written premiums and premium deposits of RMB5.377 billion.

BOC-Samsung Life accelerated the optimisation of its business portfolio, placing more weight on regular premium sales and high-value business. It expanded its distribution channels, including adding life insurance sales to BOC online banking, mobile banking and self-service terminals. It optimised its customer services by launching an official WeChat account, upgrading the functionality of its call centre, and integrating its service hotline into BOC’s “95566” call centre. It also devoted much more efforts to product innovation, introducing the protection product “YuanFu”, critical illness insurance “XiangFu”, life insurance “ZunXiangJiaYing” for middle and high-end customers, cancer insurance “XiangRui” and accidental fracture insurance “XiangTai” for elderly customers.

BOC-Samsung Life was awarded “Life Insurer of Excellent Competitiveness” in the “Financial Institutions of Excellent Competitiveness Selection” by China Business Journal. It also received “The 7th JinDing Prize Fund – Quality Customer Service Award” by National Business Daily and “Corporate Citizen Award” in the “2016 Innovation and Development Forum of Chinese Insurance Industry”. Its critical illness insurance “XiangFu” and annuity insurance “ZunXiangJiaCheng” were awarded “Health Insurance Product of the Year” and “Endowment Insurance Product of the Year” respectively by China Insurance News and other media.

Investment Business

BOCG Investment

The Bank operates its direct investment and investment management business through BOCG Investment. BOCG Investment’s business scope includes private equity investment, fund investment and management, real estate investment and management, and non-performing asset (NPA) investment. As at 31 December 2016, BOCG Investment recorded total assets of HKD87.518 billion and net assets of HKD54.456 billion. In 2016, it recorded a profit after tax of HKD1.317 billion.

BOCG Investment implemented the Group’s internationalisation and diversification strategies and continued to innovate its business model. It grasped opportunities arising from China’s new urbanisation plan and plans for infrastructure development in important strategic regions by establishing the “Bank of China Urban Development Fund” and “Bank of China Innovative Development Fund”, thus constantly intensifying its financial synergies within the Group. Taking advantage of market opportunities, it exploited potential investments arising from emerging industries and successfully completed its investment in Shanghai Lujiazui International Financial Asset Exchange Co., Ltd. (“Lufax”) and Shanghai Insurance Exchange, China’s first insurance exchange. It expanded its overseas real estate investment business and successfully completed the acquisition of a property project in Sydney, Australia. It continued to carry forward business model transformation from “investment” to “investment management”, resolved non-performing assets of the Group in the form of funds, and pushed forward innovative businesses such as entrusted investment and asset securitisation. It constantly enhanced its investment value by strengthening post-investment management and exit management.

BOC Aviation

The Bank operates its aircraft leasing business through BOC Aviation. BOC Aviation is one of the world’s top five aircraft operating leasing companies and is the largest aircraft operating leasing company headquartered in Asia, as measured by the value of owned aircraft.

On 1 June 2016, BOC Aviation completed the largest-ever IPO by market value of any aircraft operating lessor through its public listing on the main board of the HKSE. The successful listing has supported BOC Aviation’s financial stability, grown its balance sheet, enhanced its standing and influence in the aircraft leasing industry, and further promoted the Group’s diversification.

BOC Aviation implemented an active aircraft portfolio management strategy and had sold all aircraft older than 10 years of age by 30 June 2016, ahead of schedule. As at the end of 2016, BOC Aviation had an average fleet age of 3.2 years (weighted by net book value), maintaining one of the youngest aircraft portfolios in the aircraft leasing industry. BOC Aviation actively services customer demand, builds on its existing order book and invests in new technology aircraft to pursue sustainable growth. In 2016, it committed to purchase 25 additional Boeing and Airbus aircraft. At the end of the year, BOC Aviation had commitments to acquire 199 aircraft, delivering through 2021.

BOC Aviation continues to maintain its solid financial strength. In 2016, it raised over USD2.7 billion in debt financing, including USD1.25 billion from two separate benchmark bond offerings in the 144A-Regulation S markets and further diversified its debt investor base. BOC Aviation has corporate credit ratings of “A-” from Standard & Poor’s and Fitch.

5 Service Channels

As the most internationalised and diversified bank in China, the Bank has established specialised and diversified service channels and provided comprehensive financial services to customers in the Chinese mainland and many other countries and regions. The Bank is committed to further developing its physical outlets and electronic service channels in a coordinated manner, and providing one-stop services and a consistent customer experience through the integrated functions of its different channels. By integrating IT systems and financial services, the Bank streamlined its banking services and ensured that a customer accessing the Bank’s services from any spot would trigger a full response, allowing it to satisfactorily meet customers’ needs anytime and anywhere.

Outlet Development

In 2016, the Bank comprehensively carried out the upgrading of outlets towards smarter functionality across its entire network. In doing this, the Bank further specified the functions of different departments within each bank outlet, upgraded the on-site service system and increased the application of smart devices. It also streamlined the business handling process and standardised the sales process to provide a refreshing customer experience and enhance the brand image of the Bank. In 2016, a total of 2,683 bank outlets achieved smart functionality and the number of smart outlets reached 5,281, accounting for approximately 50% of total domestic outlets, thus significantly optimising business processes.

In 2016, the Bank consistently improved the management and operation of its bank outlets. The Bank continued to optimise its outlet performance evaluation system and performance rating system, and increased profitability of its low-efficiency outlets. The Bank expanded the range of services offered by its outlets and increased the number of marketing personnel in order to improve its marketing and servicing capacities. It also reinforced the risk management of all businesses and improved comprehensive efficiency in business development of its outlets. The Bank made greater efforts to encourage collaborative innovation across channels to embrace the changes brought about by the development of internet banking and changes in customer behaviour. It launched the Paperless-Counter Project, provided a service to allow companies to fill out their corporate internet banking application forms online, optimised the processes of queue number calling and customer feedback rating and promoted the transformation of its outlets from “transaction-oriented” to “market-oriented”. It also encouraged its branches to differentiate themselves with featured services based on their own business environments. A number of featured branches were successfully set up, including Fudan University Library-featured Branch in Shanghai and Financial Street Library-featured Branch in Beijing, and more featured services were developed in 22 branches located in Tianjin and Hebei, etc. As at the end of 2016, the domestic commercial banking network (including Head Office, tier-1 branches, tier-2 branches and outlets) comprised of 10,651 branches and outlets, domestic non-commercial banking institutions totalled 327, and institutions in Hong Kong, Macau, Taiwan and other countries and regions totalled 578.

E-Banking

The Bank focused on mobile internet in an effort to foster electronic banking habits among its customers. The Bank's e-channel customers have become consistently more active and more loyal, leading to rapid growth in the volume of mobile banking business. This in turn has given strong momentum to its customer service and business development. In 2016, the Bank's cumulative e-channel transaction amount reached RMB160.69 trillion, an increase of 4.72% compared with the prior year. The substitution ratio of e-banking channels for outlet-based business transactions reached 90.74%. Among this, mobile banking transaction volumes hit RMB6.84 trillion, an increase of 32.14% year-on-year, meaning that mobile banking is gradually growing into one of the Bank's major customer service channels.

| Items | As at 31 December 2016 | As at 31 December 2015 | As at 31 December 2014 |
|--|--------------------------------|------------------------------|------------------------------|
| | <i>Unit: million customers</i> | | |
| Number of Corporate Online Banking Customers | 3.1408 | 2.8505 | 2.5990 |
| Number of Personal Online Banking Customers | 133.7110 | 122.4606 | 112.4949 |
| Number of Mobile Banking Customers | 94.3995 | 79.9885 | 64.6005 |
| Number of Telephone Banking Customers | 111.2993 | 105.4931 | 95.8276 |

In 2016, the Bank continually enhanced the service ability and functionality of its e-banking channels and fully implemented its mobile finance strategy. It further optimised the functionality of its mobile banking, online banking, telephone banking and WeChat banking channels, thus further improving customer experience. For mobile banking and online banking, in an effort to build a comprehensive mobile financial portal, the Bank conducted an all-round upgrade of its mobile banking service by developing new functions such as "e-account opening", "life insurance product sales service", "BOC E-Credit" and "WMP pledged loan" and upgrading its bill payment function. For WeChat banking, the Bank launched three major functions, namely debit card binding, loan application and foreign exchange trading. For personal online banking, the Bank added a function allowing for the online contracting of foreign exchange option transactions. For corporate online banking, the Bank launched loan application and appeal functions for SMEs. Regarding self-service equipment, the Bank refined the most frequently used functions of ATMs and other self-service terminals. In terms of security authentication, the Bank developed a further multi-layer security authentication system and diversified approaches for interim monitoring, to further enhance both security and convenience. The Bank consolidated its strength in cross-border services by launching an FTZ remittance service and global batch remittance authorisation in corporate online banking, further expanding such global cash management services as foreign currency transfer and uniform payment, developing a dedicated sub-channel for cross-border financial services for personal online banking and launching personal foreign currency remittance services for the PAD client of mobile banking and online banking.

In 2016, the Bank made remarkable achievements in the development of its internet finance business. Accelerating its strategy for internet finance development, the Bank established the Internet Finance Committee and promoted the sustained development of internet finance based on the core tactic of "Scenario Integration and Data Insight". The Bank enriched product lines covering payment, asset management, trading and financing businesses through internet finance models and extended its service coverage through scenario building, thus continually enhancing its internet finance service capacity. In terms of mobile payment innovation, it launched NFC payment products, such as HCE Quick Pass payment-based product, Apple Pay, Samsung Pay, etc. Its B2C online payment service grew rapidly and its productivity has increased significantly. The Bank pushed forward the building of the BOC financial supermarket, continually diversified its online asset management ecosystem and unveiled the innovative "E Rong Hui" mobile fund trading service, on which trading volumes exceeded RMB250.0 billion in 2016. The Bank helped China's export and foreign trade industries to reorient towards "Internet Plus", providing service solutions for both importing and exporting scenarios. It also delivered match-making services for cross-border e-commerce businesses in London, Macau, etc. Moreover, its "BOC Easy-trade Cyber-tariff" service maintained a market-leading share for the tenth consecutive year. The Bank enhanced its data insight capacity and used big data to realise precision marketing and bank-wide risk management. It launched "BOC E-Credit", a whole-process, online consumption-oriented credit product featuring immediate disbursement. The Bank also launched the BOC e-commerce platform, including pilot projects in targeted poverty alleviation, cross-border e-commerce and other special areas.

Major Contracts

Material Custody, Sub-contracts and Leases

During 2016, the Bank did not take any significant custody of, sub-contract or lease any material business assets from other companies, or allow its material business assets to be subject to such arrangements that are required to be disclosed.

Material Guarantee Business

As approved by PBOC and CBRC, the Bank's guarantee business is an off-balance-sheet item in the ordinary course of the Bank's business. The Bank operates the guarantee business in a prudent manner, formulates specific management measures, operational processes and approval procedures in accordance with the risks of the guarantee business, and carries out this business accordingly. During 2016, save as disclosed above, the Bank did not enter into any material guarantee business that is required to be disclosed.

Purchase and Sale of Assets, and Merger and Acquisition

On 18 December 2015, BOCHK (as seller) entered into a sale and purchase agreement with Cinda Financial Holdings Co., Limited (as buyer) and China Cinda (HK) Holdings Company Limited (as buyer's guarantor) in relation to the disposal of all the issued shares of Nanyang Commercial Bank, Limited on 18 December 2015. The completion of the disposal took place on 30 May 2016 in accordance with the terms and conditions of the sale and purchase agreement. Upon completion, Nanyang Commercial Bank, Limited ceased to be a subsidiary of both the Bank and BOCHK (Holdings).

As part of the Group's strategic restructuring plan in the ASAEN region, on 30 June 2016, the Bank (as seller) and BOCHK (as buyer) entered into sale and purchase agreements in relation to sale and purchase of the entire issued share capital of Bank of China (Malaysia) Berhad, and the entire issued share capital of Bank of China (Thai) Public Company Limited, respectively. All the conditions precedent set out in the sale and purchase agreements have been satisfied and completion of the both transfers have taken place in accordance with the terms and conditions of the sale and purchase agreements. On 28 February 2017, the Bank (as seller) and BOCHK (as buyer) entered into sale and purchase agreements in relation to sale and purchase of the banking businesses operated by the Bank in Indonesia through Bank of China Limited, Jakarta Branch and its eight sub-branches; and the banking businesses operated by the Bank in Cambodia through Bank of China Limited, Phnom Penh Branch, Cambodia and its two sub-branches, respectively. The completion of each transfer is subject to the satisfaction or waiver of the respective conditions precedent including the obtaining of the requisite approvals from domestic and overseas regulatory authorities.

BOCHK (as seller) entered into a sale and purchase agreement with Xiamen International Investment Limited and the Committee of Jimei Schools (as buyers) in relation to the proposed disposal of approximately 70.49% of the total issued shares of Chiyu Banking Corporation Limited for a total consideration of HKD7.685 billion on 22 December 2016. The completion of the disposal took place on 27 March 2017 in accordance with the terms and conditions of the sale and purchase agreement. Upon completion, Chiyu Banking Corporation Limited ceased to be a subsidiary of the Bank, BOCHK (Holdings) and BOCHK respectively.


Employees

As at 31 December 2016, the Bank had 308,900 employees. There were 286,391 employees in the Bank's operation of the Chinese mainland, of which 277,966 worked in the domestic commercial banking operations. There were 22,509 employees in the Bank's operations in Hong Kong, Macau, Taiwan and other countries. As at 31 December 2016, the Bank had incurred retirement expenses for a total of 5,855 retirees.

The following table sets forth the total number of employees by geographic distribution as at 31 December 2016:

| <i>Unit: person, except percentages</i> | | |
|---|--------------------------------|-------------------|
| | Number of employees | % of total |
| Northern China. | 58,998 | 19.10% |
| Northeastern China. | 26,019 | 8.42% |
| Eastern China. | 94,024 | 30.43% |
| Central and Southern China. | 69,092 | 22.37% |
| Western China | 38,258 | 12.39% |
| Hong Kong, Macau and Taiwan. | 17,270 | 5.59% |
| Other countries. | 5,239 | 1.70% |
| Total | <u>308,900</u> | <u>100.00%</u> |

Intellectual Property

The Bank owns various intellectual property rights including trademarks, patents, domain names, and copyrights. The Bank conducts business under the “Bank of China”, “BOC”, “中國銀行”, “中銀”, “中行” and “”, and other brand names and logos.

DESCRIPTION OF THE HONG KONG BRANCH

The Bank set up its branch in Hong Kong in 1917. After BOCHK Holdings became listed on the Hong Kong Stock Exchange in 2002, the Hong Kong branch of the Bank kept the full banking license and became an authorised institution under the laws and regulations of Hong Kong. The Bank of China Limited Hong Kong Branch (“**Hong Kong Branch**”) is positioned to be the offshore investment and financing platform for the Group, with a strategic goal to become the Group’s offshore platform to provide comprehensive global financial market services.

Business Activities

The Hong Kong Branch is a licensed bank in Hong Kong, with its registered office at Bank of China Tower, 1 Garden Road, Central, Hong Kong, and is currently focusing on the development of its wholesale banking business. A broad range of financial services are offered by the Hong Kong Branch to serve clients’ specific needs, including financing and lending services, bond investment and bond underwriting and subscription etc.

In addition, the Bank is an institution registered with the Securities and Futures Commission and may conduct the following regulated activities: (1) dealing in securities, (2) advising on securities, (3) advising on corporate finance and (4) asset management.

Hong Kong Regulatory Guidelines

The banking industry in Hong Kong is regulated by and subject to the provisions of the Banking Ordinance and to the powers and functions ascribed by the Banking Ordinance to HKMA. The Banking Ordinance provides that only banks, which have been granted a banking license (“**license**”) by HKMA, may carry on banking business (as defined in the Banking Ordinance) in Hong Kong and contains controls and restrictions on such banks (“**licensed banks**”).

The provisions of the Banking Ordinance are implemented by HKMA, the principal function of which is to promote the general stability and effectiveness of the banking system, especially in the area of supervising compliance with the provisions of the Banking Ordinance. HKMA supervises licensed banks through, among others, a regular information gathering process, the main features of which are as follows:

- each licensed bank must submit a monthly return to HKMA setting out the assets and liabilities of its principal place of business in Hong Kong and all local branches and a further comprehensive quarterly return relating to its principal place of business in Hong Kong and all local branches. HKMA has the right to allow returns to be made at less frequent intervals;
- HKMA may order a licensed bank, any of its subsidiaries, its holding company or any subsidiaries of its holding company to provide such further information (either specifically or periodically) as it may reasonably require for the exercise of its functions under the Banking Ordinance or as it may consider necessary to be submitted in the interests of the depositors or potential depositors of the licensed bank concerned. Such information shall be submitted within such period and in such manner as HKMA may require. HKMA may also require a report by the licensed bank’s auditors (approved by HKMA for the purpose of preparing the report) confirming whether or not such information or return is correctly compiled in all material respects;
- licensed banks may be required to provide information to HKMA regarding companies in which they have an aggregate of 20% or more direct or indirect shareholding or with which they have common directors or managers (as defined in the Banking Ordinance), the same controller (as defined in the Banking Ordinance), with common features in their names or a concert party arrangement to promote the licensed bank’s business;
- licensed banks are obliged to report to HKMA immediately of their likelihood of becoming unable to meet their obligations;
- HKMA may direct a licensed bank to appoint an auditor to report to HKMA on the state of affairs and/or profit and loss of the licensed bank or the adequacy of the systems of control of the licensed bank or other matters as HKMA may reasonably require; and
- HKMA may, at any time, with or without prior notice, examine the books, accounts and transactions of any licensed bank, and in the case of a licensed bank incorporated in Hong Kong, any local branch, overseas branch, overseas representative office or subsidiary, whether local or overseas, of such licensed bank. Such inspections are carried out by HKMA on a regular basis.

RISK MANAGEMENT

The Bank's core risk management objective is to optimise capital allocation and maximise shareholders' interests within the context of a prudent risk appetite and in compliance with the requirements of regulatory authorities and the expectations of depositors and other interested parties. The Bank strictly maintained a moderate risk appetite and reached a balance between risk and return according to the principles of being rational, stable and prudent.

The Bank has designed a series of risk management policies and has set up risk controls to identify, analyse, monitor and report risks by means of relevant and up-to-date information systems. The Bank regularly reviews and revises its risk management policies and systems to reflect changes in markets, products and emerging best practices.

The most significant types of risk to the Bank are credit risk, market risk, operational risk and liquidity risk. Market risk includes interest rate risk, currency risk, and other price risk.

Risk Management Framework

The Bank's risk management framework mainly comprises its board of directors and the risk policy committee under its board of directors, risk management and internal control committee (which is in charge of the anti-money laundering committee, securities investment and management committee and asset disposal committee), risk management unit, financial management department and other related departments. The board of directors of the Bank is responsible for approving the overall risk management strategy and risk appetite, and supervises the management in its implementation of the strategy. The management is responsible for implementing the risk management strategy, risk preferences and policies determined by the board of directors, as well as monitoring the risks arising from the Bank's business undertakings. Dedicated departments within the risk management function are responsible for the daily management of various risks, including identifying, measuring, monitoring, controlling and reporting those risks. The Bank manages the risks at the branch level through a vertical management model and manages risks at the business department level through a window management model. The Bank monitors and controls risk in its subsidiaries by delivering its risk management requirements through representatives to the subsidiaries' boards of directors and their risk policy committees.

In recent years, the Bank intensely pushed forward the integration, refinement and specialisation of its risk management function with improved comprehensive risk management system and enhanced risk control ability to prevent and mitigate risks, and promoted its risk structure.

Credit Risk Management

Credit risk is the risk that a borrower or counterparty may be unable or unwilling to meet a repayment obligation that it has entered into with the Bank. The Bank's major credit risks come from the loans, trade finance and treasury businesses.

The Bank closely tracked changes in macroeconomic and financial conditions, and has controlled and mitigated risks, promoted development and consolidated the foundations of its credit risk management function. In addition, the Bank strengthened credit asset quality management, further improved its credit risk management policies, pushed forward adjustments to its credit structure and took a proactive and forward-looking stance on risk management.

Taking a customer-centric approach, the Bank further strengthened its unified credit granting management. It improved its asset quality monitoring system and intensified post-lending management. It further enhanced potential risk identification, control and mitigation mechanisms by reinforcing customer concentration control and establishing large borrower risk mitigation accountability. The Bank maintained relative stability of asset quality by enhancing the supervision of risk analysis and asset quality control in key regions, and strengthening window guidance on all business lines.

In 2016, the Bank continuously adjusted and optimised its credit structure. With the aim of advancing strategic implementation and balancing risk, capital and return, the Bank stepped up the application of the New Basel Capital Accord and improved the management plans of its credit portfolios. In line with the government's macro-control measures and the direction of industrial policy, the Bank enacted guidelines for industrial lending and continued to push forward the building of an industrial policy system so as to optimise its credit structure.

In terms of corporate banking, the Bank further strengthened risk identification and control, proactively reduced and exited credit relationships in key fields, strictly controlled the gross outstanding amount and portfolio of loans through limit management and prevented and mitigated risk from overcapacity industries. It intensified the management of loans to local government financing vehicles (LGFVs) and strictly controlled the outstanding balances. In addition, the Bank implemented the government's macro-control policies and regulatory measures in the real estate sector so as to strengthen the risk management of real estate loans.

In terms of personal banking, the Bank enforced regulatory requirements on residential mortgages and continued to strictly implement differentiated policies. It improved management policies for personal housing loans, personal consumption loans, personal carport loans, overseas personal loans and credit card loans. It also strengthened risk control of key products and regions.

The Bank strengthened country risk management and incorporated it into its comprehensive risk management system. It performed an annual review of country risk ratings and implemented limit management of country risk exposures. It constantly optimised the Country Risk Exposure Statistical System to assess, monitor, analyse and report its exposures on a regular basis, thereby managing the use of limits in a precise manner. The Bank also established a country risk monitoring and reporting system covering yearly reporting, quarterly monitoring and the timely reporting of material risk events, which made it possible to regularly publish country risk analysis reports, provide updates on the country risk monitoring tables, make timely assessments of the impact of material country risk events and publish risk prompts. In addition, the Bank differentiated the management of potentially high-risk and sensitive countries and regions.

The Bank further stepped up the collection of NPAs. It continued to carry forward centralised collection through the unified allocation of internal and external collection resources. The Bank centrally managed NPA projects and took measures such as continually enhancing hierarchical management, reinforcing control of key regions and key customers and promoting advanced experience and typical cases regarding NPA mitigation to improve the quality and efficiency of disposals. The Bank tapped the potential value of NPAs through multiple measures and leveraged its internationalised and diversified business advantages to successfully explore innovative means such as NPA securitisation. It adopted policies based on the actual conditions of individual enterprises, strengthened restructuring efforts and strived to help enterprises get out of difficulty. The Bank actively participated in the study and adjustment of regulatory policies and strengthened support to the real economy. It conducted NPA disposal and continued to implement accountability measures for losses in compliance with relevant laws and regulations.

The Bank scientifically measured and managed the quality of credit assets based on the Guidelines for Loan Credit Risk Classification issued by the CBRC, which requires Chinese commercial banks to classify loans into the following five categories: pass, special-mention, substandard, doubtful and loss, among which loans classified as substandard, doubtful and loss are recognised as NPLs. In order to further refine its credit asset risk management, the Bank used a 13-tier risk classification criteria scheme for corporate loans to domestic companies, covering on-balance sheet and off-balance sheet credit assets. In addition, the Bank strengthened risk classification management of key industries, regions and material risk events, and dynamically adjusted classification results. It strengthened the management of loan terms, managed overdue loans by the name list system and made timely adjustments to risk classification results, so as to truly reflect asset quality. The Guideline for Loan Credit Risk Classification is also applicable to the overseas operations of the Bank. However, the Bank classified credit assets in line with local applicable rules and requirements if they were stricter.

As at 31 December 2016, the Group's NPLs totalled RMB146.003 billion, an increase of RMB15.106 billion compared with the prior year-end. The NPL ratio was 1.46%, up by 0.03 percentage point compared with the prior year-end. The Group's allowance for impairment losses on loans and advances was RMB237.716 billion, an increase of RMB37.051 billion compared with the prior year-end. The coverage ratio of allowance for loan impairment losses to NPLs was 162.82%, up by 9.52 percentage points from the prior year-end. The NPLs of domestic institutions totalled RMB141.458 billion, an increase of RMB13.823 billion compared with the prior year-end. Domestic institutions' NPL ratio was 1.81%, up by 0.04 percentage point compared with the prior year-end. The Group's outstanding special-mention loans stood at RMB310.630 billion, an increase of RMB81.465 billion compared with the prior year-end, accounting for 3.11% of total loans and advances, up by 0.60 percentage point from the prior year-end. In the overcapacity sector (including steel, cement, aluminum electrolytic, shipbuilding and flat glass), coal mining and washing sector, real estate sector and LGFVs sector, the Group's NPLs were RMB158.1 billion, RMB142.2 billion, RMB280.9 billion and RMB229.0 billion respectively, the NPL ratios were 2.25%, 1.02%, 0.86% and 0.02% respectively, and the provisions to total loans were 4.41%, 2.44%, 4.76% and 2.08% respectively.

The Group identifies credit risk collectively based on industry, geography and customer type. This information is monitored regularly by the management.

The following table sets forth, at the dates indicated, the Group's loans and advances to customers categorised by geographical area:

| | As at 31 December | | | | | |
|--|-------------------|----------------|------------------|----------------|------------------|----------------|
| | 2016 | | 2015 | | 2014 | |
| | Amount | % of total | Amount | % of total | Amount | % of total |
| <i>(RMB million, except percentages)</i> | | | | | | |
| Chinese mainland | 7,818,508 | 78.40% | 7,199,094 | 78.80% | 6,605,773 | 77.87% |
| Hong Kong, Macau and Taiwan | 1,220,962 | 12.24% | 1,100,615 | 12.05% | 1,085,928 | 12.80% |
| Other countries and regions | 933,892 | 9.36% | 836,151 | 9.15% | 791,574 | 9.33% |
| Total loans and advances to customers | 9,973,362 | 100.00% | 9,135,860 | 100.00% | 8,483,275 | 100.00% |

The following table sets forth, at the dates indicated, the Group's loans and advances to customers categorised by industry sectors of the borrowers:

| | As at 31 December 2016 | | As at 31 December 2015 | | As at 31 December 2014 | |
|--|---------------------------|---------------|---------------------------|---------------|---------------------------|---------------|
| | Amount | % of total | Amount | % of total | Amount | % of total |
| (RMB million, except percentages) | | | | | | |
| Corporate loans and advances | | | | | | |
| Manufacturing | 1,632,912 | 16.37% | 1,684,276 | 18.43% | 1,690,267 | 19.92% |
| Commerce and services | 1,313,693 | 13.17% | 1,318,028 | 14.43% | 1,270,883 | 14.98% |
| Transportation, storage and postal services | 988,773 | 9.91% | 892,207 | 9.77% | 825,423 | 9.73% |
| Real estate | 751,035 | 7.53% | 760,511 | 8.32% | 714,573 | 8.42% |
| Production and supply of electricity, heating, gas and water. | 519,161 | 5.21% | 442,536 | 4.84% | 413,033 | 4.87% |
| Mining | 352,706 | 3.54% | 371,581 | 4.07% | 356,991 | 4.21% |
| Financial services | 426,023 | 4.27% | 332,835 | 3.64% | 230,508 | 2.72% |
| Construction. | 193,318 | 1.94% | 184,112 | 2.01% | 170,358 | 2.01% |
| Water, environment and public utility management | 159,660 | 1.60% | 168,631 | 1.85% | 189,017 | 2.23% |
| Public utilities | 107,372 | 1.08% | 110,242 | 1.21% | 89,024 | 1.05% |
| Other | 124,316 | 1.25% | 104,953 | 1.15% | 95,519 | 1.13% |
| Subtotal | 6,568,969 | 65.87% | 6,369,912 | 69.72% | 6,045,596 | 71.27% |
| Personal loans | | | | | | |
| Mortgages | 2,635,960 | 26.43% | 2,045,787 | 22.39% | 1,694,275 | 19.97% |
| Credit cards | 302,302 | 3.03% | 268,923 | 2.95% | 268,026 | 3.16% |
| Other | 466,131 | 4.67% | 451,238 | 4.94% | 475,378 | 5.60% |
| Subtotal | 3,404,393 | 34.13% | 2,765,948 | 30.28% | 2,437,679 | 28.73% |
| Total loans and advances to customers | | | | | | |
| | 9,973,362 | 100.00% | 9,135,860 | 100.00% | 8,483,275 | 100.00% |

The table below sets forth, as at the dates indicated, the Group's loan concentration by asset quality categories.

| Five-category Loan Classification | | | | | | |
|---|---------------------------|----------------|---------------------------|----------------|---------------------------|----------------|
| | As at 31 December 2016 | | As at 31 December 2015 | | As at 31 December 2014 | |
| | Amount | % of total | Amount | % of total | Amount | % of total |
| <i>(RMB million, except percentages)</i> | | | | | | |
| Pass | 9,516,729 | 95.43% | 8,775,798 | 96.06% | 8,182,127 | 96.45% |
| Special-mention | 310,630 | 3.11% | 229,165 | 2.51% | 200,654 | 2.37% |
| Substandard | 61,247 | 0.61% | 58,741 | 0.64% | 54,369 | 0.64% |
| Doubtful | 36,817 | 0.37% | 41,516 | 0.45% | 24,705 | 0.29% |
| Loss | 47,939 | 0.48% | 30,640 | 0.34% | 21,420 | 0.25% |
| Total | 9,973,362 | 100.00% | 9,135,860 | 100.00% | 8,483,275 | 100.00% |
| Non-performing Loans⁽¹⁾ | 146,003 | 1.46% | 130,897 | 1.43% | 100,494 | 1.18% |

Note:

(1) Non-performing loans refer to loans classified as substandard, doubtful and loss.

In accordance with IAS 39, loans and advances to customers are considered impaired, and allowances are made accordingly, if there is objective evidence of impairment resulting in a measurable decrease in estimated future cash flows from loans and advances. As at 31 December 2016, the Group reported identified impaired loans of RMB145.311 billion, an increase of RMB15.074 billion compared to 31 December 2015.

For the year ended 31 December 2016, the Group's impairment losses on loans and advances stood at RMB86.795 billion, an increase of RMB30.923 billion compared with the previous year.

The following table sets forth, as at the dates indicated, the impaired loans and advances of the Group categorised by geographical area:

| | As at 31 December 2016 | | | As at 31 December 2015 | | | As at 31 December 2014 | | |
|--|------------------------|----------------|---------------------|------------------------|----------------|---------------------|------------------------|----------------|---------------------|
| | Amount | % of total | Impaired loan ratio | Amount | % of total | Impaired loan ratio | Amount | % of total | Impaired loan ratio |
| <i>(RMB million, except percentages)</i> | | | | | | | | | |
| Chinese mainland | 141,458 | 97.35% | 1.81% | 127,635 | 98.00% | 1.77% | 97,057 | 97.26% | 1.47% |
| Hong Kong, Macau and Taiwan | 1,630 | 1.12% | 0.13% | 1,482 | 1.14% | 0.13% | 1,827 | 1.83% | 0.17% |
| Other countries and regions | 2,223 | 1.53% | 0.24% | 1,120 | 0.86% | 0.13% | 905 | 0.91% | 0.11% |
| Total | 145,311 | 100.00% | 1.46% | 130,237 | 100.00% | 1.43% | 99,789 | 100.00% | 1.18% |

The following table sets forth, as at the dates indicated, the impaired loans and advances of the Group categorised by customer type:

| | As at 31 December 2016 | | | As at 31 December 2015 | | | As at 31 December 2014 | | |
|--|------------------------|----------------|---------------------|------------------------|----------------|---------------------|------------------------|----------------|---------------------|
| | Amount | % of total | Impaired loan ratio | Amount | % of total | Impaired loan ratio | Amount | % of total | Impaired loan ratio |
| <i>(RMB million, except percentages)</i> | | | | | | | | | |
| Corporate loans and advances . . | 116,314 | 80.04% | 1.77% | 105,576 | 81.06% | 1.66% | 82,129 | 82.30% | 1.36% |
| Personal loans | 28,997 | 19.96% | 0.85% | 24,661 | 18.94% | 0.89% | 17,660 | 17.70% | 0.72% |
| Total | 145,311 | 100.00% | 1.46% | 130,237 | 100.00% | 1.43% | 99,789 | 100.00% | 1.18% |

Market Risk Management

Market risk is the risk of loss on balance sheet and off balance sheet as a result of adverse changes in market prices (interest rates, exchange rates, equity prices and commodity prices). Market risk arises from open positions in the trading and banking books in interest rate, exchange risk, equities, and commodities. Both the Bank's trading book and banking book face market risks. The trading book consists of positions in financial instruments and commodities that are free of any restrictive covenants on their tradability and held with trading intent or in order to hedge other elements of the trading book. The banking book consists of financial instruments not included in the trading book and includes those financial instruments in the investment purchased with the Bank's surplus funds and managed in the Bank's investment book.

The Bank's board of directors takes the responsibility to approve market risk management policies and procedures and determine market risk tolerance. Senior management is responsible for implementing market risk management policies ensuring that the level of market risk is within the risk appetite determined by the board of directors, while meeting the Bank's business objectives. The risk management department and financial management department are dedicated to identifying, measuring, monitoring, controlling and reporting market risk at the group level. Each business unit is responsible for monitoring and reporting market risk within its respective business unit.

In response to changes in the market environment and in line with its business development and management requirements, the Bank adopted improvement measures to comprehensively enhance the effectiveness of its market risk management system and continuously made its market risk management more flexible and forward-looking.

Based on its judgement of financial market trends, the Bank actively adjusted its business strategies to prevent and control market risk. It upgraded its internal model measurement system for market risk and strengthened its data mining and processing ability, thus improving the overall accuracy and time-effectiveness of risk measurement. In addition, the Bank established a system to evaluate the capacity of its branches in managing market risk and counterparty credit risk, so as to enhance risk management and control capacity. The Bank closely tracked new regulatory requirements on market risk capital measurement, carried out quantitative estimation and planned an implementation route. It also improved requirements for managing the credit risk of central counterparties, and reviewed and optimised the risk weight of treasury business products.

The Bank assessed the interest rate risk borne by the banking book mainly through analysis of interest rate re-pricing gaps. It made timely adjustment to the repricing structure of assets and liabilities based on changes in the market situations, and controlled the fluctuations of net interest income within an acceptable range. At the same time, the Bank further intensified the unified management of bonds by adjusting bond investment strategies and strengthened the management of bond investment risk through the timely optimisation of the bond investment structure, reducing portfolio risk.

In terms of the management of exchange rate risk, the Bank sought to achieve currency matching between fund resource and application, and managed the exchange rate risk through hedging transactions, hence effectively controlling the foreign exchange exposure.

As to market risk management for the trading book, the Bank monitored the overall Value at Risk (“**VaR**”), stress testing, exposure limits, stop loss limits and the utilisation of limits for each trading desk and trader on a daily basis. VaR is performed separately by the Bank and its major subsidiaries that are exposed to market risk, namely, BOCHK Holding and BOCI. The Bank, BOCHK Holding and BOCI calculate VaR using a confidence level of 99% (1% statistical probability that actual losses could exceed the VaR estimate) and a historical simulation approach.

For the years ended 31 December 2016, 2015 and 2014, the VaR of the Bank’s trading book by type of risk was as follows:

| The Bank’s VaR for Trading Book | | | | | | | | | |
|--|--|--------------|-------------|--|--------------|-------------|--|--------------|-------------|
| | For the year ended 31 December 2016 | | | For the year ended 31 December 2015 | | | For the year ended 31 December 2014 | | |
| | Average | High | Low | Average | High | Low | Average | High | Low |
| | <i>(U.S.\$ million)</i> | | | | | | | | |
| Interest rate risk | 10.24 | 16.45 | 6.59 | 6.98 | 13.32 | 3.44 | 4.50 | 7.43 | 1.65 |
| Foreign exchange risk | 5.24 | 9.75 | 2.62 | 3.86 | 8.41 | 1.81 | 9.41 | 14.28 | 3.50 |
| Volatility risk | 0.69 | 1.55 | 0.29 | 0.30 | 0.81 | 0.09 | 0.09 | 0.37 | 0.03 |
| Commodity risk | 0.93 | 1.56 | 0.01 | 0.71 | 1.32 | 0.06 | 0.44 | 1.32 | 0.01 |
| Total of the Bank’s trading VaR | 10.31 | 17.45 | 6.75 | 7.91 | 14.41 | 4.09 | 10.24 | 14.93 | 5.37 |

Market risk in the banking book mainly comprises interest rate risk and exchange rate risk. Interest rate risk arises mainly from mismatches in the maturities, re-pricing periods or inconsistent adjustments between the benchmark interest rates of assets and liabilities. The Bank manages the interest rate risk of the banking book primarily through interest rate re-pricing gap analysis. The data generated by gap analysis is used to perform sensitivity analysis, scenario analysis and stress testing, and assist decision making regarding the re-pricing of the interest-earning assets and interest-bearing liabilities. Limits of the net interest income change are set as a percentage of the net interest income budget for the Group’s commercial banking operations and are approved by the Bank’s board of directors and monitored by its risk management department periodically. The Bank closely follows domestic and foreign currency interest rate trends and promptly adjusts interest rates of its local and foreign currency deposits and loans in accordance with the change of benchmark interest rates and market interest rates.

The Bank manages its exposure to currency exchange risk through management of its foreign currency position.

The table below summarises the Group's exposure to foreign currency exchange rate risk as at 31 December 2016 and 2015:

| | As at 31 December 2016 | | | | | | | Total |
|---|------------------------|------------------|------------------|----------------|----------------|---------------|----------------|-------------------|
| | RMB | USD | HKD | EURO | JPY | GBP | Other | |
| | (RMB million) | | | | | | | |
| Assets | | | | | | | | |
| Cash and due from banks and other financial institutions . . . | 498,095 | 107,735 | 14,324 | 6,477 | 15,944 | 1,700 | 15,707 | 659,982 |
| Balances with central banks . . . | 1,807,526 | 340,513 | 4,510 | 32,245 | 21,640 | 33,772 | 31,434 | 2,271,640 |
| Placements with and loans to banks and other financial institutions | 379,735 | 123,994 | 36,454 | 2,286 | 3,886 | 255 | 47,438 | 594,048 |
| Financial assets at fair value through profit or loss | 50,702 | 47,475 | 23,527 | 1,540 | 360 | 475 | 11 | 124,090 |
| Derivative financial assets | 56,291 | 4,507 | 52,945 | 695 | 286 | 12,085 | 3,740 | 130,549 |
| Loans and advances to customers, net | 7,399,294 | 1,167,127 | 722,240 | 190,822 | 11,866 | 31,372 | 212,925 | 9,735,646 |
| Financial investments. | | | | | | | | |
| – available for sale. | 894,034 | 416,315 | 125,060 | 22,604 | 87,159 | 7,609 | 57,049 | 1,609,830 |
| – held to maturity | 1,676,845 | 153,896 | 4,035 | 1,941 | 720 | 516 | 5,090 | 1,843,043 |
| – loans and receivables | 379,354 | 1,734 | 838 | – | – | – | 13,995 | 395,921 |
| Assets held for sale. | 10,556 | 8,860 | 29,185 | 229 | 78 | 224 | 1,239 | 50,371 |
| Other | 263,114 | 125,563 | 160,709 | 2,472 | 1,213 | 1,415 | 179,283 | 733,769 |
| Total assets | <u>13,415,546</u> | <u>2,497,719</u> | <u>1,173,827</u> | <u>261,311</u> | <u>143,152</u> | <u>89,423</u> | <u>567,911</u> | <u>18,148,889</u> |
| Liabilities | | | | | | | | |
| Due to banks and other financial institutions | 785,818 | 394,408 | 31,258 | 41,011 | 15,053 | 6,685 | 146,294 | 1,420,527 |
| Due to central banks | 610,339 | 242,546 | 9,931 | 2,448 | – | 1,830 | – | 867,094 |
| Placements from banks and other financial institutions | 115,806 | 146,285 | 3,816 | 21,877 | 4,815 | 7,215 | 2,978 | 302,792 |
| Derivative financial liabilities . . | 33,338 | 3,299 | 50,653 | 771 | 204 | 12,118 | 6,726 | 107,109 |
| Due to customers. | 9,744,207 | 1,538,408 | 1,000,075 | 178,965 | 56,706 | 60,916 | 360,471 | 12,939,748 |
| Bonds issued | 202,744 | 137,355 | 1,287 | 14,709 | – | 2,034 | 4,189 | 362,318 |
| Liabilities classified as held for sale | 5,044 | 7,278 | 28,398 | 253 | 76 | 215 | 1,224 | 42,488 |
| Other | 341,041 | 71,241 | 186,466 | 2,482 | 1,398 | 1,415 | 15,678 | 619,721 |
| Total liabilities | <u>11,838,337</u> | <u>2,540,820</u> | <u>1,311,884</u> | <u>262,516</u> | <u>78,252</u> | <u>92,428</u> | <u>537,560</u> | <u>16,661,797</u> |
| Net on-balance sheet position . . | 1,577,209 | (43,101) | (138,057) | (1,205) | 64,900 | (3,005) | 30,351 | 1,487,092 |
| Net off-balance sheet position . . | (313,211) | 84,443 | 298,500 | 10,334 | (64,129) | 4,699 | 2,668 | 23,304 |
| Credit commitments | <u>2,249,059</u> | <u>861,382</u> | <u>255,971</u> | <u>94,639</u> | <u>7,432</u> | <u>39,121</u> | <u>82,004</u> | <u>3,589,608</u> |

As at 31 December 2015

| | RMB | USD | HKD | EURO | JPY | GBP | Other | Total |
|---|---------------|-----------|-----------|----------|----------|----------|----------|------------|
| | (RMB million) | | | | | | | |
| Assets | | | | | | | | |
| Cash and due from banks and other financial institutions . . . | 547,998 | 64,079 | 17,314 | 6,457 | 7,234 | 2,374 | 8,922 | 654,378 |
| Balances with central banks . . . | 1,719,641 | 344,446 | 13,189 | 20,454 | 28,358 | 44,901 | 25,074 | 2,196,063 |
| Placements with and loans to banks and other financial institutions | 273,947 | 82,142 | 30,764 | 2,908 | 32 | 2,655 | 34,400 | 426,848 |
| Financial assets at fair value through profit or loss | 46,844 | 52,709 | 18,831 | 580 | 17 | 81 | – | 119,062 |
| Derivative financial assets | 29,044 | 2,213 | 35,320 | 438 | 312 | 11,200 | 3,709 | 82,236 |
| Loans and advances to customers, net | 6,840,062 | 1,147,024 | 631,308 | 140,075 | 9,256 | 24,824 | 142,646 | 8,935,195 |
| Financial investments | | | | | | | | |
| – available for sale | 576,382 | 261,381 | 114,358 | 12,222 | 65,685 | 2,647 | 45,858 | 1,078,533 |
| – held to maturity | 1,618,055 | 160,191 | 5,702 | 117 | 647 | 584 | 5,494 | 1,790,790 |
| – loans and receivables | 591,781 | 2,978 | 2 | – | – | – | 11,949 | 606,710 |
| Assets held for sale | 82,994 | 44,845 | 102,090 | 3,614 | 235 | 694 | 3,465 | 237,937 |
| Other | 269,996 | 114,845 | 109,632 | 2,057 | 2,809 | 1,793 | 186,713 | 687,845 |
| Total assets | 12,596,744 | 2,276,853 | 1,078,510 | 188,922 | 114,585 | 91,753 | 468,230 | 16,815,597 |
| Liabilities | | | | | | | | |
| Due to banks and other financial institutions | 1,002,165 | 510,671 | 21,686 | 32,645 | 16,113 | 6,443 | 174,597 | 1,764,320 |
| Due to central banks | 232,832 | 170,901 | 9,909 | – | – | 2,067 | – | 415,709 |
| Placements from banks and other financial institutions | 289,664 | 112,002 | 13,527 | 22,310 | 1,940 | 4,522 | 3,979 | 447,944 |
| Derivative financial liabilities . . | 6,718 | 14,438 | 32,383 | 498 | 144 | 10,993 | 3,986 | 69,160 |
| Due to customers | 9,114,667 | 1,201,162 | 881,340 | 148,277 | 45,044 | 44,191 | 294,490 | 11,729,171 |
| Bonds issued | 167,300 | 102,956 | 788 | 8,321 | – | – | 3,564 | 282,929 |
| Liabilities classified as held for sale | 74,740 | 39,000 | 75,136 | 3,909 | 227 | 535 | 3,303 | 196,850 |
| Other | 327,837 | 62,504 | 144,082 | 2,463 | 426 | 2,263 | 12,334 | 551,909 |
| Total liabilities | 11,215,923 | 2,213,634 | 1,178,851 | 218,423 | 63,894 | 71,014 | 496,253 | 15,457,992 |
| Net on-balance sheet position . . | 1,380,821 | 63,219 | (100,341) | (29,501) | 50,691 | 20,739 | (28,023) | 1,357,605 |
| Net off-balance sheet position . . | (208,637) | 22,587 | 181,262 | 36,718 | (48,410) | (18,568) | 49,757 | 14,709 |
| Credit commitments | 2,055,776 | 725,409 | 250,301 | 81,590 | 6,348 | 22,980 | 67,629 | 3,210,033 |

Liquidity Risk Management

Liquidity risk is the risk that the Bank is unable to obtain funds at a reasonable cost in a certain period of time when required to meet repayment obligations or sustain its assets business. The Bank's objective in liquidity risk management is to maintain liquidity at a reasonable level according to its business development strategy, and to ensure it has adequate funds to meet business development needs and ensure due debt repayment, whether under normal business conditions or under stress.

The Bank continued to develop and improve its liquidity risk management system with the aim of effectively identifying, measuring, monitoring and controlling liquidity risk at the institution and group level, including that of branches, subsidiaries and business lines, thus ensuring that liquidity demand is met in a timely manner and at a reasonable cost.

Seeking at all times to balance safety, liquidity and profitability, and following regulatory requirements, the Bank improved its liquidity risk management system and continually upgraded its liquidity management function in a forward-looking and scientific manner. The Bank enhanced liquidity risk management at the institution and group level, including that of branches, subsidiaries and business lines. The Bank formulated sound liquidity risk management policies and contingency plans, periodically re-examined the liquidity risk limit, upgraded the early warning system for liquidity risk and strengthened

the management of high-quality liquid assets, such as bond investments, in order to strike a balance between risk and return. In addition, the Bank regularly improved its liquidity stress-testing scheme and performed stress tests on a quarterly basis. The stress tests showed that the Bank had adequate payment ability to cope with distressed scenarios.

The tables below analyse the Group's assets and liabilities into relevant maturity groupings based on the remaining period at financial reporting date to the contractual maturity date:

| | As at 31 December 2016 | | | | | | | |
|---|------------------------|--------------------|----------------------|------------------------------|-------------------------------|-----------------------------|------------------|-------------------|
| | Overdue/ Undated | On demand | Less than 1 month | Between 1 and 3 months | Between 3 and 12 months | Between 1 and 5 years | Over 5 years | Total |
| | (RMB million) | | | | | | | |
| Assets | | | | | | | | |
| Cash and due from banks and other financial institutions . . . | 22 | 171,837 | 84,034 | 223,847 | 178,222 | 2,020 | – | 659,982 |
| Balances with central banks. . . | 1,743,459 | 448,607 | 16,841 | 15,383 | 46,569 | 781 | – | 2,271,640 |
| Placements with and loans to banks and other financial institutions | – | – | 229,651 | 106,802 | 229,002 | 28,593 | – | 594,048 |
| Financial assets at fair value through profit or loss | 11,896 | – | 8,783 | 18,065 | 28,217 | 25,495 | 31,634 | 124,090 |
| Derivative financial assets. . . . | – | 13,239 | 15,745 | 23,369 | 62,855 | 12,310 | 3,031 | 130,549 |
| Loans and advances to customers, net. | 52,413 | 82,783 | 410,546 | 1,002,740 | 2,208,527 | 2,555,287 | 3,423,350 | 9,735,646 |
| Financial investments | | | | | | | | |
| – available for sale | 56,897 | – | 45,239 | 131,697 | 256,484 | 718,220 | 401,293 | 1,609,830 |
| – held to maturity. | – | – | 10,623 | 45,020 | 212,939 | 983,275 | 591,186 | 1,843,043 |
| – loans and receivables | 1,378 | – | 4,291 | 14,221 | 14,073 | 234,830 | 127,128 | 395,921 |
| Assets held for sale | 6,652 | 4,144 | 5,432 | 4,143 | 8,722 | 16,193 | 5,085 | 50,371 |
| Other | 259,332 | 301,848 | 36,294 | 30,690 | 45,714 | 42,247 | 17,644 | 733,769 |
| Total assets | 2,132,049 | 1,022,458 | 867,479 | 1,615,977 | 3,291,324 | 4,619,251 | 4,600,351 | 18,148,889 |
| Liabilities | | | | | | | | |
| Due to banks and other financial institutions | – | 891,046 | 166,691 | 96,552 | 180,941 | 85,297 | – | 1,420,527 |
| Due to central banks | – | 170,646 | 172,626 | 131,312 | 380,647 | 11,863 | – | 867,094 |
| Placements from banks and other financial institutions . . . | – | – | 178,624 | 62,562 | 61,150 | 149 | 307 | 302,792 |
| Derivative financial liabilities . . | – | 9,443 | 11,081 | 21,432 | 49,358 | 12,953 | 2,842 | 107,109 |
| Due to customers | – | 6,208,198 | 1,355,804 | 1,319,746 | 2,380,204 | 1,652,646 | 23,150 | 12,939,748 |
| Bonds issued | – | – | 19,669 | 16,851 | 57,014 | 214,169 | 54,615 | 362,318 |
| Liabilities classified as held for sale | – | 21,680 | 6,882 | 6,679 | 6,428 | 819 | – | 42,488 |
| Other | – | 223,724 | 87,018 | 34,244 | 136,457 | 80,010 | 58,268 | 619,721 |
| Total liabilities | – | 7,524,737 | 1,998,395 | 1,689,378 | 3,252,199 | 2,057,906 | 139,182 | 16,661,797 |
| Net liquidity gap | 2,132,049 | (6,502,279) | (1,130,916) | (73,401) | 39,125 | 2,561,345 | 4,461,169 | 1,487,092 |

As at 31 December 2015

| | Overdue/ Undated | On demand | Less than 1 month | Between 1 and 3 months | Between 3 and 12 months | Between 1 and 5 years | Over 5 years | Total |
|---|---------------------|--------------------|----------------------|------------------------------|-------------------------------|-----------------------------|------------------|-------------------|
| | (RMB million) | | | | | | | |
| Assets | | | | | | | | |
| Cash and due from banks and other financial institutions . . | 22 | 130,446 | 69,030 | 91,767 | 361,286 | 1,827 | – | 654,378 |
| Balances with central banks. . . | 1,580,456 | 576,307 | 26,582 | 136 | 12,582 | – | – | 2,196,063 |
| Placements with and loans to banks and other financial institutions | – | – | 158,256 | 69,729 | 174,865 | 23,998 | – | 426,848 |
| Financial assets at fair value through profit or loss | 14,460 | – | 8,729 | 12,997 | 18,787 | 32,407 | 31,682 | 119,062 |
| Derivative financial assets. . . . | – | 13,629 | 7,091 | 6,845 | 44,929 | 8,834 | 908 | 82,236 |
| Loans and advances to customers, net. | 49,971 | 110,598 | 406,547 | 918,256 | 2,173,435 | 2,250,542 | 3,025,846 | 8,935,195 |
| Financial investments | | | | | | | | |
| – available for sale | 46,529 | – | 28,557 | 116,306 | 181,096 | 510,301 | 195,744 | 1,078,533 |
| – held to maturity. | – | – | 29,719 | 68,270 | 287,726 | 869,988 | 535,087 | 1,790,790 |
| – loans and receivables | – | – | 39,338 | 53,237 | 204,616 | 207,242 | 102,277 | 606,710 |
| Assets held for sale | 10,061 | 13,924 | 39,762 | 24,869 | 53,170 | 71,440 | 24,711 | 237,937 |
| Other | 239,203 | 293,031 | 34,025 | 26,729 | 47,425 | 29,215 | 18,217 | 687,845 |
| Total assets | 1,940,702 | 1,137,935 | 847,636 | 1,389,141 | 3,559,917 | 4,005,794 | 3,934,472 | 16,815,597 |
| Liabilities | | | | | | | | |
| Due to banks and other financial institutions | – | 1,121,330 | 182,428 | 68,261 | 236,929 | 155,372 | – | 1,764,320 |
| Due to central banks | – | 123,381 | 109,657 | 80,054 | 83,282 | 19,335 | – | 415,709 |
| Placements from banks and other financial institutions . . | – | – | 237,435 | 181,274 | 27,917 | 1,318 | – | 447,944 |
| Derivative financial liabilities . . | – | 8,874 | 7,279 | 7,721 | 33,636 | 9,422 | 2,228 | 69,160 |
| Due to customers | – | 5,310,840 | 1,349,408 | 1,211,480 | 2,236,700 | 1,606,338 | 14,405 | 11,729,171 |
| Bonds issued | – | – | 5,828 | 9,235 | 32,987 | 124,591 | 110,288 | 282,929 |
| Liabilities classified as held for sale | – | 77,062 | 48,191 | 31,001 | 35,309 | 5,265 | 22 | 196,850 |
| Other | – | 169,964 | 71,263 | 36,826 | 139,009 | 74,795 | 60,052 | 551,909 |
| Total liabilities | – | 6,811,451 | 2,011,489 | 1,625,852 | 2,825,769 | 1,996,436 | 186,995 | 15,457,992 |
| Net liquidity gap | 1,940,702 | (5,673,516) | (1,163,853) | (236,711) | 734,148 | 2,009,358 | 3,747,477 | 1,357,605 |

Regulatory Ratios on Liquidity

As at 31 December 2016 and 2015, the Bank's liquidity position, as shown in the table below, met regulatory requirements. (Liquidity ratio is the indicator of the Bank's liquidity; excess reserve ratio and interbank ratios are the indicators of liquidity of the Bank's operations in mainland China)

| Main regulatory ratios (%) | | Regulatory standard | As at 31 December 2016 | As at 31 December 2015 |
|--------------------------------|-----------------------------|---------------------|------------------------------|------------------------------|
| Liquidity ratio | RMB | ≥25 | 45.6 | 48.6 |
| | Foreign Currency | ≥25 | 52.7 | 62.0 |
| Excess reserve ratio | RMB | – | 1.3 | 1.5 |
| | Foreign Currency | – | 10.9 | 19.0 |
| Inter-bank ratio | Inter-bank borrowings ratio | ≤8 | 0.05 | 1.1 |
| | Inter-bank loans ratio | ≤8 | 0.04 | 0.1 |

Notes:

- (1) Liquidity ratio is the indicator of the Group's liquidity; excess reserve ratio and inter-bank ratio are the indicators of liquidity for the Bank's domestic operations.
- (2) Liquidity ratio = current assets/current liabilities. Liquidity ratio is calculated in accordance with the relevant provisions PBOC and CBRC.
- (3) RMB excess reserve ratio = (reserve in excess of the mandatory requirements + cash)/(balance of deposits + remittance payables)
- (4) Foreign currency excess reserve ratio = (reserve in excess of the mandatory requirements + cash + due from banks and due from overseas branches and subsidiaries)/balance of deposits
- (5) Inter-bank borrowings ratio = Total Renminbi inter-bank borrowings from other banks and financial institutions/Total Renminbi deposits
- (6) Inter-bank loans ratio = Total Renminbi inter-bank loans to other banks and financial institutions/Total Renminbi deposits

Reputational Risk Management

The Bank fully implemented the Guidelines for *Reputational Risk Management of Commercial Banks* issued by the CBRC, actively followed the Group's policy on reputational risk management and continued to enhance its reputational risk management system and mechanism. It strengthened the consolidated management of reputational risk in order to enhance the overall reputational risk management level of the Group. It attached great importance to the investigation and pre-warning of potential reputational risk factors, strengthened daily public opinion monitoring, carried out in-depth identification and assessment, response, reporting and evaluation of reputational risks, established a coordination mechanism between reputational risk management departments and liable departments, and dealt appropriately with reputational risk events, thus effectively maintaining the brand reputation of the Group. In addition, the Bank continued to implement training sessions on reputational risk, so as to enhance employees' awareness of reputational risk and cultivate the Group's reputational risk management culture.

Internal Control and Operational Risk Management

Internal Control

The Bank continues to improve the "three lines of defence" mechanism for internal control.

The first line of defence consists of departments of the Head Office, tier-1 branches, direct branches, tier-2 branches and all banking outlets under tier-2 branches (with the exception of those departments that form part of the second or third lines of defence). They are the owners of, and are accountable for, local risks and controls. They undertake self-control risk management functions in the course of their business operations, including the formulation and implementation of policies, business examination, the reporting of control deficiencies and the organisation of rectification measures.

The internal control and risk management departments of the Bank's institutions at all levels form the second line of defence. They are responsible for overall planning, implementing, examining and assessing risk management and internal control. They are also responsible for identifying, measuring, monitoring and controlling risks. The Group's operational risk monitoring and analysis platform is used to realise the regular and automated smart monitoring of major risks, helping the Bank to take timely risk prevention and mitigation measures. To enhance business processes and systems, the Bank adjusted policies and regulations in a timely manner during the year.

The third line of defence rests in the audit and inspection departments of the Bank. The audit department is responsible for performing internal audits of the Bank's internal control and risk management function in respect of its adequacy and effectiveness. The inspection department is responsible for staff non-compliance sanction, investigation of cases and management accountability. In 2016, the Bank accelerated the reform of its human resource management system for the audit line. It clarified that domestic audit sub-divisions are dispatched institutions of the Audit Department of the Head Office, with their personnel dispatched and directly managed by the Head Office, so as to further strengthen audit independence. Taking an issue-oriented approach that concentrates attention on matters of systemic, emerging trends, concerning tendency and importance, the audit department strengthened inspection and monitoring of the Bank's high-risk institutions and businesses, the Group's priority areas for risk control and fields of special concern to regulators, all with the aim of effectively performing the pre-warning and prevention function of internal audit. It actively promoted IT-based audit approaches, strengthened off-site technology applications and enhanced on-site examination efficiency. It refined mechanisms for rectification management by establishing specific institutions and procedures and clearly assigning responsibilities for rectification. It advanced rectification management at various levels including grassroots outlets, line management departments and the Head Office, so as to facilitate the effective rectification and systematic solution of issues and increase the efficiency of the Bank's internal governance and management mechanism.

In order to continually improve its anti-fraud management system, the Bank has clarified which bodies were responsible for organisational leadership, policy-making and enforcement, supervision and inspection and accountability. To secure a comprehensive performance of counter-fraud duties, it adheres to the basic principles of fraud case accountability, including "inquiry of four accountable subjects into one case", "both institutional and business-line management accountability" and "management two levels higher than the branch-outlet accountable where serious fraud occurs", and has established the mechanism of "presenting one case to five units". The Bank has comprehensively enhanced day-to-day internal control management by giving full play to the guiding role of the risk management and internal control committee in tier-2 branches, and rolling out such practices as "branch outlet head contact" to enhance the risk prevention and control capacity of sub-branches and outlets. It also uses management tools such as on-site examination, off-site monitoring and issue rectification to enhance its fraud case prevention and resolution capacity. In addition, the Bank carries out governance of internal control cases and uses the review mechanism of "Two Strengthen and Two Curbing", investigates risks, rectifies problems and holds relevant parties accountable.

The Bank continues to implement the Basic Standard for Enterprise Internal Control and its supporting guidelines, adhering to the primary goal of ensuring the effectiveness of its internal control over financial reporting and the accuracy of its financial information. It also constantly improved non-financial internal control. The Bank has earnestly implemented the Guidelines for Internal Control of Commercial Banks by following the basic principles of "complete coverage, checks and balances, prudence and correspondence", so as to promote internal control governance and an organisational structure characterised by a reasonable division of work, well-defined responsibilities and clear reporting relationships.

The Bank has established and implemented a systematic financial accounting policy system in accordance with the relevant accounting laws and regulations. Accordingly, the Bank's accounting basis has been solidified and the level of standardisation and refinement of its financial accounting management was further improved. The Bank set criteria for accounting appraisal and continued to promote the qualification of accounting groundwork in-depth. The Bank continually strengthens the quality management of its accounting information, so as to ensure the effectiveness of internal control over financial reporting. The financial statements of the Bank were prepared in accordance with the applicable accounting standards and related accounting regulations, and the financial position, operational performance and cash flows of the Bank were fairly presented in all material respects.

The Bank pays close attention to fraud risk prevention and control, proactively identifying, assessing, controlling and mitigating risks. In 2016, the Bank succeeded in preventing 89 external cases involving RMB624 million.

Operational Risk Management

The Bank manages its operational risk through a structure suitable to the scale and complexity of its businesses. The operational risk department under the risk management unit is responsible for the establishment and implementation of the Bank's operational risk management framework, which has improved the consistency and effectiveness of the Bank's operational risk management. All service lines, domestic and overseas institutions, constantly identify and monitor all operational risks and internal controls within their business scopes. The functional departments including legal and compliance, IT, human resources, security and supervision provide professional technical support regarding operational risk management within their responsibilities and based on their expertise. The internal audit department regularly inspects and assesses the effectiveness of the implementation of the Bank's operational risk management framework.

The Bank utilised a range of tools for managing operational risk, including: (1) conducting operational risk and control assessment ("RACA") in order to gain a dynamic understanding of the operational risk status of all business lines and institutions of the Bank, identify potential risks in business processes, systems and personnel, and take corrective measures for unacceptable risk exposure, (2) establishing key risk indicators ("KRI"), by collecting statistics from its day-to-day business operations, and conducting quantitative monitoring and analysis of the likelihood, impact and effectiveness of certain controls for key risks, so as to give timely early warnings of any abnormalities in KRIs and trigger investigation and rectification, and (3) engaging in operational loss data collection ("LDC") across the Bank, allowing it to monitor the actual loss amounts and distribution of operational risks, conduct in-depth analysis into the causes of material operational risk events, and take appropriate rectification measures.

The Bank constantly monitored operational risk loss events occurred in domestic and overseas peers, analysed risk prevention problems arising from external events and enhanced its risk control ability. The Bank launched internal control inspections into high-risk business areas, recorded risk control problems identified in internal and external inspections, and adopted an internal control rectification mechanism featuring centralised management and unified follow-up, thus fostering the constant improvement in risk control. In the year ended 31 December 2016, the Bank succeeded in preventing 89 external cases valued at RMB624 million.

Compliance Management

The Bank has continuously improved its compliance risk governance mechanism to better meet compliance risk management requirements. It continues to track compliance risk information including regulatory requirements, inspections and evaluations, so as to ensure compliance with domestic and overseas regulatory requirements. It monitors and assesses compliance risk and has adopted a reporting mechanism for compliance risk information and material risk events, hence enhancing its compliance risk management capacity.

The Bank has enhanced group-wide anti-money laundering ("AML") management by implementing the plan for AML. It has enhanced its processes for customer identification and due diligence and has strengthened its real time control capability. It has improved the sanctions aspect of its compliance management by improving the policies for sanction management and the sanction list as well as its related system functions. The Bank has improved the functions of its large-amount and suspicious AML transaction system and optimised the new screening models for suspicious transactions. It continues to roll out the AML system in its overseas institutions, tailoring the transformation and overall optimisation of each system based on the regulatory requirements of each business location. It has also conducted various forms of training, and has implemented AML training plans for all employees.

In 2016, the Bank enhanced the management of its connected transactions and internal transactions. It strengthened the routine monitoring of its connected transactions and strictly controlled their risks. It carries out special self-inspections on connected transactions by conducting self-evaluation and seeking improvement with regard to regulation implementation, system management, data quality and other dimensions. In addition, it has implemented internal transaction monitoring and reporting, and has guided and standardised the operation mechanism of internal transaction verification.

New Basel Capital Accord Implementation

The Bank fully implemented the Capital Rules for Commercial Banks (Provisional), refined its risk management and enhanced risk qualification and professionalism. With the implementation of the New Basel Capital Accord, the overall risk governance and management system constantly improved. In addition, the Bank refined policies and business flow, enhanced the capacity for independent development of the measurement model, managed the development, improvement, monitoring and maintenance of the risk measurement model in a coordinated manner, and built a model validation system covering various risks. It continuously consolidated databases, improved data quality and strengthened the cultivation of professional talents.

The Bank has largely completed the first-phase work for New Basel Capital Accord implementation and has achieved the coordinated advancement of Pillar I, II and III. It has also rectified problems identified by CBRC's acceptance inspection and cooperated with CBRC's regulatory and cross-border inspections. The Bank has applied to CBRC to implement advanced capital management approaches. Specifically, the Bank has sought approval to apply a foundation internal rating based approach to non-retail credit risk, an internal rating based ("IRB") approach to retail credit risk, an internal model approach to market risk and a standardised approach to operational risk. The Bank accelerated preparations for the implementation of an advanced IRB approach for non-retail credit risk and an advanced measurement approach for operational risk.

In recent years, the Bank consolidated its data base, reduced data redundancy and promoted a uniform and regulated data standard in a bid to strengthen data sharing and raise the data service level of business departments and branches. It reinforced coordinated management over development, upgrading, monitoring and maintenance of risk measurement models, and enhanced its self-improving capability. The Bank also improved the IRB approach to economic capital measurement and management, and established a model validation framework covering all kinds of risks to perform well in model validation. Focusing on the quantification and communication of risk appetite, the Bank made great efforts to apply the New Basel Capital Accord and stress testing. It advanced the construction of the economic capital model under the New Basel Capital Accord, deepened its performance appraisal of economic capital and included such indicators as risk-adjusted return on capital and economic value added into the performance appraisal system of the branches and business lines of the Bank. The Bank also substantially reinforced the use of various risk measurement tools across the entire credit procedure to support the Bank's transformative development.

Capital Management

The CBRC Measures, which were formally implemented in 2013, readjusted the definition of capital and calculation of risk-weighted assets. Under the new measures, the Group's capital adequacy ratio was 14.28%, tier 1 capital adequacy ratio was 12.28%, and common equity tier 1 capital adequacy ratio was 11.37% as at 31 December 2016.

Guided by the latest capital regulations, the Bank continuously optimised its on-and off-balance sheet asset structure. It adhered to the principle of enhancing a bank-wide capital constraint and encouraged efforts in optimising business structure. Specific measures were taken, including increasing capital allocation to the capital-lite businesses, devoting great efforts to developing fee-based businesses, rationally controlling the rise of off-balance sheet risk assets, strictly limiting the size of high-risk-weighted assets, and requiring more guarantee and pledge risk mitigation during the credit process, etc., so as to reduce capital charges efficiently.

DESCRIPTION OF THE GROUP'S ASSETS AND LIABILITIES

The following discussions and analysis should be read in conjunction with the Bank's audited consolidated financial statements as at and for the years ended 31 December 2015 and 2016 which have been incorporated by reference into this Offering Circular. The Bank's consolidated financial statements have been prepared in accordance with IFRS. Unless otherwise stated, all financial data discussed in this section are consolidated financial data.

Analysis of Loans and Advances to Customers

The following table sets out an analysis of the Group's loans and advances to customers:

| | As at 31 December | | |
|---|-------------------|-----------|-----------|
| | 2016 | 2015 | 2014 |
| | (RMB million) | | |
| Corporate loans and advances | | | |
| – Loans and advances | 6,270,728 | 6,105,959 | 5,820,128 |
| – Discounted bills | 298,241 | 263,953 | 225,468 |
| Subtotal | 6,568,969 | 6,369,912 | 6,045,596 |
| Personal loans | | | |
| – Mortgages | 2,635,960 | 2,045,787 | 1,694,275 |
| – Credit cards | 302,302 | 268,923 | 268,026 |
| – Other | 466,131 | 451,238 | 475,378 |
| Subtotal | 3,404,393 | 2,765,948 | 2,437,679 |
| Total loans and advances | 9,973,362 | 9,135,860 | 8,483,275 |
| Allowance for impairment losses | | | |
| – Individually assessed | (70,093) | (60,791) | (49,239) |
| – Collectively assessed | (167,623) | (139,874) | (139,292) |
| Total allowance for impairment losses | (237,716) | (200,665) | (188,531) |
| Loans and advances to customers, net | 9,735,646 | 8,935,195 | 8,294,744 |

Loans and Advances to Customers by Industry

The following table sets out an analysis of the Group's loans and advances to customers by industry:

| | As at 31 December | | | | | |
|---|--|------------|-----------|------------|-----------|------------|
| | 2016 | | 2015 | | 2014 | |
| | Amount | % of total | Amount | % of total | Amount | % of total |
| | <i>(RMB million, except percentages)</i> | | | | | |
| Corporate loans and advances | | | | | | |
| Manufacturing | 1,632,912 | 16.37% | 1,684,276 | 18.43% | 1,690,267 | 19.92% |
| Commerce and services | 1,313,693 | 13.17% | 1,318,028 | 14.43% | 1,270,883 | 14.98% |
| Transportation, storage and postal services | 988,773 | 9.91% | 892,207 | 9.77% | 825,423 | 9.73% |
| Real estate | 751,035 | 7.53% | 760,511 | 8.32% | 714,573 | 8.42% |
| Production and supply of electricity, heating, gas and water | 519,161 | 5.21% | 442,536 | 4.84% | 413,033 | 4.87% |
| Mining | 352,706 | 3.54% | 371,581 | 4.07% | 356,991 | 4.21% |
| Water, environment and public utility management | 159,660 | 1.60% | 168,631 | 1.85% | 189,017 | 2.23% |
| Financial services | 426,023 | 4.27% | 332,835 | 3.64% | 230,508 | 2.72% |
| Construction | 193,318 | 1.94% | 184,112 | 2.01% | 170,358 | 2.01% |
| Public utilities | 107,372 | 1.08% | 110,242 | 1.21% | 89,024 | 1.05% |
| Other | 124,316 | 1.25% | 104,953 | 1.15% | 95,519 | 1.13% |
| Subtotal | 6,568,969 | 65.87% | 6,369,912 | 69.72% | 6,045,596 | 71.27% |
| Personal loans | | | | | | |
| Mortgages | 2,635,960 | 26.43% | 2,045,787 | 22.39% | 1,694,275 | 19.97% |
| Credit cards | 302,302 | 3.03% | 268,923 | 2.95% | 268,026 | 3.16% |
| Other | 466,131 | 4.67% | 451,238 | 4.94% | 475,378 | 5.60% |
| Subtotal | 3,404,393 | 34.13% | 2,765,948 | 30.28% | 2,437,679 | 28.73% |
| Total loans and advances to customers | 9,973,362 | 100.00% | 9,135,860 | 100.00% | 8,483,275 | 100.00% |

Loans and Advances to Customers by Geographical Area

The following table sets out an analysis of the Group's loans and advances to customers by geographical area:

Group

| | As at 31 December | | | | | |
|--|--|----------------|------------------|----------------|------------------|----------------|
| | 2016 | | 2015 | | 2014 | |
| | Amount | % of total | Amount | % of total | Amount | % of total |
| | <i>(RMB million, except percentages)</i> | | | | | |
| Chinese mainland | 7,818,508 | 78.40% | 7,199,094 | 78.80% | 6,605,773 | 77.87% |
| Hong Kong, Macau and Taiwan | 1,220,962 | 12.24% | 1,100,615 | 12.05% | 1,085,928 | 12.80% |
| Other countries and regions | 933,892 | 9.36% | 836,151 | 9.15% | 791,574 | 9.33% |
| Total loans and advances to customers | 9,973,362 | 100.00% | 9,135,860 | 100.00% | 8,483,275 | 100.00% |

Impaired Loans and Advances by Geographical Area

The following table sets out an analysis of the Group's impaired loans and advances by geographical area:

| | As at 31 December | | | | | | | | |
|---------------------------------------|--|----------------|---------------------|----------------|----------------|---------------------|---------------|----------------|---------------------|
| | 2016 | | | 2015 | | | 2014 | | |
| | Amount | % of total | Impaired loan ratio | Amount | % of total | Impaired loan ratio | Amount | % of total | Impaired loan ratio |
| | <i>(RMB million, except percentages)</i> | | | | | | | | |
| Chinese mainland | 141,458 | 97.35% | 1.81% | 127,635 | 98.00% | 1.77% | 97,057 | 97.26% | 1.47% |
| Hong Kong, Macau and Taiwan | 1,630 | 1.12% | 0.13% | 1,482 | 1.14% | 0.13% | 1,827 | 1.83% | 0.17% |
| Other countries and regions | 2,223 | 1.53% | 0.24% | 1,120 | 0.86% | 0.13% | 905 | 0.91% | 0.11% |
| Total | 145,311 | 100.00% | 1.46% | 130,237 | 100.00% | 1.43% | 99,789 | 100.00% | 1.18% |

Chinese mainland

| | As at 31 December | | | | | | | | |
|------------------------------------|--|----------------|---------------------|----------------|----------------|---------------------|---------------|----------------|---------------------|
| | 2016 | | | 2015 | | | 2014 | | |
| | Amount | % of total | Impaired loan ratio | Amount | % of total | Impaired loan ratio | Amount | % of total | Impaired loan ratio |
| | <i>(RMB million, except percentages)</i> | | | | | | | | |
| Northern China | 15,863 | 11.22% | 1.26% | 20,363 | 15.95% | 1.76% | 15,675 | 16.15% | 1.50% |
| Northeastern China | 26,342 | 18.62% | 5.33% | 8,081 | 6.33% | 1.67% | 5,507 | 5.67% | 1.20% |
| Eastern China | 54,521 | 38.54% | 1.76% | 54,508 | 42.71% | 1.90% | 44,754 | 46.11% | 1.67% |
| Central and Southern China | 28,774 | 20.34% | 1.45% | 29,970 | 23.48% | 1.69% | 20,974 | 21.61% | 1.31% |
| Western China | 15,958 | 11.28% | 1.61% | 14,713 | 11.53% | 1.59% | 10,147 | 10.46% | 1.23% |
| Total | 141,458 | 100.00% | 1.81% | 127,635 | 100.00% | 1.77% | 97,057 | 100.00% | 1.47% |

Reconciliation of Allowance for Impairment Losses

The following table sets out the reconciliation of allowance for impairment losses on loans and advances to customers by individual and collective assessments:

| | <u>2016</u> | <u>2015</u> | <u>2014</u> |
|--|-----------------------|-----------------------|-----------------------|
| | <i>(RMB million)</i> | | |
| As at 1 January | 200,665 | 188,531 | 168,049 |
| Impairment losses for the period/year | 127,436 | 103,777 | 84,054 |
| Reversal. | (40,641) | (47,905) | (37,448) |
| Written off and transfer out. | (52,476) | (45,197) | (25,731) |
| Recovery of loans and advances written off | 3,343 | 1,322 | 754 |
| Unwind of discount on allowance | (2,480) | (1,329) | (879) |
| Exchange differences | <u>1,869</u> | <u>1,466</u> | <u>(268)</u> |
| As at 31 December. | <u><u>237,716</u></u> | <u><u>200,665</u></u> | <u><u>188,531</u></u> |

DIRECTORS, MANAGEMENT AND SUPERVISORS

General

The Bank's board of directors currently comprises 13 members. Other than the Chairman, there is one Vice Chairman, two executive directors, five independent non-executive directors and four non-executive directors. The Bank's directors are elected at its shareholder meetings for a term of three years, which is renewable upon re-election. The Chairman and the Vice Chairman of the Bank's board of directors are elected by simple majority of its directors. The Bank's Chairman, Mr Tian Guoli, also serves as Chairman of the Board of Directors and a Non-executive Director of BOCHK (Holdings). The Bank's Vice Chairman and President, Mr Chen Siqing, also serves as Vice Chairman of the Board of Directors and a Non-executive Director of BOCHK (Holdings) and Chairman of the Board of Directors of BOC Aviation.

The business address of each of the directors, supervisors and senior management named below is Bank of China Limited, No. 1 Fuxingmen Nei Dajie, Beijing 100818, People's Republic of China.

Directors

The following table sets forth certain information concerning the Bank's directors.

Board of Directors

| Name | Position |
|---------------------------|---|
| Tian Guoli | Chairman |
| Chen Siqing | Vice Chairman and President |
| Ren Deqi | Executive Director and Executive Vice President |
| Gao Yingxin | Executive Director and Executive Vice President |
| Zhang Xiangdong | Non-Executive Director |
| Zhang Qi | Non-Executive Director |
| Liu Xianghui | Non-Executive Director |
| Li Jucai | Non-Executive Director |
| Nout Wellink | Independent Non-Executive Director |
| Lu Zhengfei | Independent Non-Executive Director |
| Leung Cheuk Yan | Independent Non-Executive Director |
| Wang Changyun | Independent Non-Executive Director |
| Angela Chao | Independent Non-Executive Director |

Tian Guoli, has been serving as Chairman of the Bank's Board of Directors since May 2013. Mr. Tian joined the Bank in April 2013. From December 2010 to April 2013, Mr. Tian served as Vice Chairman of the Board of Directors and General Manager of China CITIC Group. During this period, he also served as Chairman of the Board of Directors and Non-executive Director of China CITIC Bank. From April 1999 to December 2010, Mr. Tian successively served as Vice President and President of China Cinda Asset Management Company, and Chairman of the Board of Directors of China Cinda Asset Management Corporation Limited. From July 1983 to April 1999, Mr. Tian held various positions in China Construction Bank ("CCB"), including sub-branch General Manager, deputy branch General Manager, department General Manager of the CCB Head Office, and Executive Assistant President of CCB. Mr. Tian has been serving as Chairman of the Board of Directors and a Non-executive Director of BOCHK (Holdings) since June 2013. Mr. Tian received a Bachelor's degree in Economics from Hubei Institute of Finance and Economics in 1983.

Chen Siqing, has been serving as the Bank's President since February 2014 and as Vice Chairman of the Board of Directors and Executive Director of the Bank since April 2014. Mr. Chen joined the Bank in 1990 and served as Executive Vice President of the Bank from June 2008 to February 2014. Mr. Chen held various positions in the Bank from June 2000 to May 2008, including Assistant General Manager and Vice General Manager of the Fujian Branch, General Manager of the Risk Management Department of the Head Office and General Manager of the Guangdong Branch. Mr. Chen previously worked in the Hunan Branch of the Bank before he was dispatched to the Hong Kong Branch of China and South Sea Bank Ltd. as Assistant General Manager. Since December 2011, Mr. Chen has been serving as a Non-executive Director

of BOCHK (Holdings) and Chairman of the Board of Directors of BOC Aviation. Mr. Chen has been serving as Vice Chairman of the Board of Directors of BOCHK (Holdings) since March 2014. Currently, Mr. Chen also serves as Chairman of the Board of Directors of China Culture Industrial Investment Fund Co., Ltd., Vice Chairman of China Chamber of International Commerce and Director of Trade Finance Committee of China Banking Association. Mr. Chen graduated from Hubei Institute of Finance and Economics in 1982. He obtained an MBA from Murdoch University, Australia in 1999. He is a Certified Public Accountant and holds the title of Senior Economist.

Ren Deqi, has served as the Bank's Executive Director since December 2016 and Executive Vice President of the Bank since July 2014. Mr. Ren joined the Bank in 2014. He worked in China Construction Bank ("CCB") for many years and held various positions. From October 2013 to May 2014, Mr. Ren served as General Manager of Risk Management Department of CCB. From August 2003 to October 2013, Mr. Ren successively served as Deputy General Manager of Credit Approval Department, General Manager of Risk Control Department, General Manager of Credit Management Department, and General Manager of the Hubei Branch of CCB. Mr. Ren has been serving as a Non-executive Director of BOC Hong Kong (Holdings) Limited since October 2015, and President of Shanghai RMB Trading Unit since September 2016. He obtained a Master's Degree in Engineering from Tsinghua University in 1988. He holds the title of Senior Economist.

Gao Yingxin, has served as the Bank's Executive Director since December 2016 and Executive Vice President of the Bank since May 2015. Mr. Gao joined the Bank in 1986. He served as Executive Director and Deputy Chief Executive of BOC Hong Kong (Holdings) Limited and Bank of China (Hong Kong) Limited from February 2005 to March 2015, as President and Chief Operating Officer of BOC International Holdings Limited from July 2004 to February 2005, and as Deputy General Manager of the Credit Business Department of the Head Office and Deputy General Manager and General Manager of the Corporate Banking Department of the Head Office from September 1996 to July 2004. Mr. Gao has been serving as a Non-executive Director of BOCHK (Holdings) since March 2015 and has been serving as Chairman of BOC International Holdings Limited, Bank of China (UK) Limited and Bank of China (Luxembourg) S.A. since August 2015, and has been severing as Chairman of BOC International (China) Limited since September 2016. Currently, Mr. Gao also serves as Chairman of the Board of Directors of China Culture Industrial Investment Fund Co., Ltd. Mr. Gao graduated from East China University of Science and Technology in 1986 with a Master's Degree in Engineering. He holds the title of Senior Economist.

Zhang Xiangdong, has served as the Bank's Non-executive Director since July 2011. Mr. Zhang served as a Non-executive Director of CCB from November 2004 to June 2010, and served as Chairman of the Risk Management Committee under its Board of Directors from April 2005 to June 2010. From August 2001 to November 2004, Mr. Zhang worked as Vice President of PBOC's Haikou Central Sub-branch and concurrently served in SAFE as Deputy Director General of Hainan Province Branch and Deputy Director General and Inspector of the General Affairs Department. Mr. Zhang served as a member of the Stock Offering Approval Committee of CSRC from September 1999 to September 2001. Mr. Zhang holds the professional title of senior economist and is qualified to practise law in China. He served as a member of China International Economic and Trade Arbitration Commission from January 2004 to December 2008. Mr. Zhang graduated from Renmin University of China with a Bachelor's degree in law in 1986. He completed his post-graduate studies in international economic law at Renmin University of China in 1988, and was awarded a Master's degree in Law in 1990.

Zhang Qi, has served as the Bank's Non-executive Director since July 2011. Mr. Zhang worked in Central Expenditure Division One, Comprehensive Division of the Budget Department, and Ministers' Office of the General Office of the Ministry of Finance, as well as the Operation Department of China Investment Corporation, serving as Deputy Director, Director and Senior Manager from 2001 to 2011. Mr. Zhang studied in the Investment Department and Finance Department of China Northeast University of Finance and Economics from 1991 to 2001, and obtained the Bachelor's degree, Master's degree and Doctorate in Economics respectively in 1995, 1998 and 2001.

Liu Xianghui, has served as the Bank's Non-executive Director since October 2014. Mr. Liu served as the external supervisor of China Cinda Asset Management Corporation Limited from June 2013 to June 2014. He served as the Non-executive Director of China Cinda Asset Management Company from June 2010 to June 2013, and Non-executive Director of CCB from September 2004 to June 2010. From September 1978 to May 1994, he held various positions at the State Economic Commission and the State Planning

Commission and he worked for half a year at the United States Environmental Protection Agency in 1993. He worked consecutively as the division chief of the Industry and Transportation Group, assistant inspector (deputy director-general level) and inspector (director-general level) of the Economic and Trade Group under the Office of Central Leading Group on the Financial and Economic Affairs from May 1994 to September 2004. Mr. Liu is a senior Economist. He graduated from Liaoning University in August 1978. He studied the senior courses of national economic planning at the Central College of Planning and Statistics of Poland from October 1989 to February 1990. He also studied modern economic management at Beijing Economic Correspondence University from April 1985 to April 1986.

Li Jucai, has served as the Bank's Non-executive Director since September 2015. Mr. Li served as Party Committee Member and Secretary of Party Discipline Committee of the Information Network Center under the Ministry of Finance from December 2014 to September 2015. He acted as the specialised Deputy Secretary of Party Committee of the Information Network Center under the Ministry of Finance from April 2010 to December 2014. From November 1996 to April 2010, Mr. Li had successively been the Deputy Head of the Science Division of the Culture, Education and Administration Department, Division Head of the Investment Evaluation Center, Director of Administration Office and Head of the Administrative Division of the Information Network Center under the Ministry of Finance. Mr. Li has the qualification of senior economist. Mr. Li obtained his Bachelor's degree in Finance from China Northeast University of Finance and Economics in 1986.

Nout Wellink, has served as the Bank's Independent Director since October 2012. Mr. Wellink has served as a member of the Executive Board of the Dutch Central Bank ("**DNB**") for almost 30 years, the last 14 years as its President. He retired from DNB on 1 July 2011. DNB has since 1999 been an integral part of the European System of Central Banks, but at the same time the national prudential supervisor of pension funds and insurance companies. Since the establishment of the European Monetary Union, Mr. Wellink served as a member of the Governing Council of the European Central Bank. Starting from 1997, Mr. Wellink served as a member of the Board of Directors of the Bank for International Settlements, which he chaired from 2002 to 2006. From 2006 to 2011, he also chaired the Basel Committee on Banking Supervision. From 1997 to 2011, Mr. Wellink was a member of the Group of Ten Central Bank Governors and Governor of the International Monetary Fund. Prior to his appointment in 1982 as an Executive Director of DNB, Mr. Wellink held several posts in the Dutch Ministry of Finance, including as the Treasurer General from 1977 to 1982. After studying Dutch law at Leyden University from 1961 to 1968 with a Master's degree obtained, Mr. Wellink obtained a doctor's degree in economics at the Rotterdam Erasmus University in 1975. In 2008, he received an honorary doctorate from Tilburg University. From 1988 to 1998, Mr. Wellink was an Extraordinary Professor at the Free University in Amsterdam. Mr. Wellink is currently Chairman of the Supervisory Board of Leyden University, Vice Chairman of Supervisory Board of PricewaterhouseCoopers Accountants N.V., Member of the Advisory Board of MNI Connect and Member of Advisory Board of Systemic Risk Council. Mr. Wellink had many secondary functions in the past, including member of the Supervisory Board of a bank and other enterprises on behalf of the Dutch authorities, Chairman of the Board of Supervisors of the Netherlands Open Air Museum, member and treasurer of the Royal Picture Gallery Mauritshuis and the Westeinde Hospital in The Hague. He was awarded a Knighthood in the Order of the Netherlands Lion in 1980 and is Commander of the Order of Orange-Nassau since 2011.

Lu Zhengfei, has served as the Bank's Independent Director since July 2013. Mr. Lu Zhengfei currently serves as the distinguished professor of Cheung Kong Scholar of Guanghua School of Management, Peking University. He had served as the head of the accounting department of the School of Business, Nanjing University between 1994 and 1999, and the head of the accounting department of Guanghua School of Management, Peking University between 2001 and 2007, and Associate Dean of Guanghua School of Management, Peking University between 2007 and 2014. Mr. Lu also currently serves as a consulting expert of the China Accounting Standards Committee of the Ministry of Finance, an Executive Director of the Accounting Society of China and Deputy Director of Financial Management Committee, an editorial board member of Accounting Research and Audit Research, and a member of the Disciplinary Committee of the Chinese Institute of Certified Public Accountants. In 2001, he was elected as a member of "The Hundred People Project of Beijing New Century Social Science Theoretical Talent". In 2005, he was elected to the "New Century Excellent Talent Support Plan" of the Ministry of Education, China. In 2013, he was elected to the "Renowned Expert Training Project" (first batch) of the Ministry of Finance. In 2014, he was elected as distinguished professor of Cheung Kong Scholar of the Ministry of Education, China. He currently serves as an Independent Non-executive Director or an Independent Supervisor of a number of companies listed in Hong Kong Stock Exchange, including: Independent Non-executive

Director of Sinotrans Ltd. since September 2004, Independent Non-executive Director of Sino Biopharmaceutical Ltd. since November 2005, Independent Non-executive Director of China National Materials Co., Ltd. since December 2009, and Independent Supervisor of PICC Property and casualty Co., Ltd. (“PICC P&C”) since January 2011. He was an Independent Non-executive Director of PICC P&C from February 2004 to December 2010. Mr. Lu graduated from Renmin University of China in 1988 with a Master’s degree in Economics (Accounting), and received his Doctor’s degree in Economics (Management) from Nanjing University in 1996.

Leung Cheuk Yan, has served as the Bank’s Independent Director since September 2013. He is a former partner of Baker & McKenzie, which he joined in July 1987 and from which he retired in June 2011. During 2009 and 2010, he had served as a part-time member of the Central Policy Unit of HKSAR Government. Mr. Leung has been an Independent Non-executive Director of MMG Limited, which is listed on The Stock Exchange of Hong Kong Limited, since July 2012. Mr. Leung graduated from The Chinese University of Hong Kong with a Bachelor of Social Science degree (First Class Honours) in 1976, obtained a Master of Philosophy degree from The University of Oxford in 1981 and completed his legal study at The College of Law in England in 1982. He was admitted to practice as a solicitor in Hong Kong in 1985, in England and Wales in 1988, in the Australian Capital Territory in 1989 and in Victoria, Australia in 1991. He is a Senior Associate Member of St. Antony’s College, Oxford.

Wang Changyun, has served as the Bank’s Independent Director since August 2016. Mr. Wang currently serves as professor and doctoral supervisor in finance at Renmin University of China (“RUC”). He served as a lecturer at RUC from 1989 to 1995 and as a lecturer at Business School, National University of Singapore from 1999 to 2005. He served successively as the Chair of Applied Finance Department of RUC, Director of China Financial Policy Research Center (a key research base of Ministry of Education) and Executive Vice Dean of Hanqing Advanced Institute of Economics and Finance at RUC from 2006 to 2016. Mr. Wang is currently also the Vice Chairman of China Investment Specialty Construction Association, Director of China Finance Annual Meeting Committee, Director of China Finance Association, Deputy Editor of Finance Research Quarterly, Deputy Editor of China Finance Research, and Deputy Editor of China Financial Review. He also serves as the standing committee member of Beijing Haidian District People’s Political Consultative Conference, the Central Committee member of China Democratic League, the special auditor of State Auditing Administration, the independent non-executive director of Hope Commercial Factoring Co., Ltd., Sichuan Star Cable Co., Ltd. and Beijing Haohua Energy Resource Co., Ltd. Mr. Wang has received social recognition and prizes including the Special Government Allowance of State Council, Best Paper Award of Chicago Board of Trade in 2001, and the “Middle Age Experts with National Outstanding Contribution”, membership of “the Program for New Century Excellent Talents” of Ministry of Education in 2004, “Financial Support of National Science Fund for Distinguished Young Scholars” in 2007, a member of the “New Century National Hundred, Thousand and Ten Thousand Talent Program” in 2013, and the “Cheung Kong Distinguished Professor” of Ministry of Education in 2014. He obtained his Master degree in economics from RUC in July 1989 and Doctorate in Financial Economics from the University of London in January 1999.

Angela Chao, has served as the Bank’s Independent Director since January 2017. Ms. Chao serves as Deputy Chairman of Foremost Group where she is responsible for international shipping finance, strategy, chartering and ship management and operations. From 1994 to 1996, Ms. Chao worked in the mergers & acquisitions department of Smith Barney, which is now Morgan Stanley Smith Barney. From 1996 to 1999, Ms. Chao served as deputy general manager of Foremost Group, and from 2001 to 2008, Ms. Chao had successively served as vice president and senior vice president of Foremost Group. Since 2008, she has served as deputy chairman of Foremost Group. In May 2005, Ms. Chao was unanimously voted to be BIMCO39’s (The Baltic and International Maritime Council 39) Counsellor. In September 2005, she was selected as “Eminent Young Overseas Chinese” by the Overseas Chinese Affairs Office of the State Council of China. In November 2007, she was invited as speaker of World Shipping (China) Summit. In April 2011, she became a Founding Member of the Wall Street Journal’s Task Force on Women in the Economy. Ms. Chao currently serves on the Boards of The Metropolitan Opera, Museum of Modern Art PS1, the UK P&I Marine Insurance Mutual, Foremost Foundation, Shanghai Mulan Education Foundation, and she also serves on the Harvard Business School’s Board of Dean’s Advisors, Carnegie-Tsinghua Center for Global Policy Board of Advisors, Lincoln Center Global’s China Advisory Council, the Chairman’s Council of the Metropolitan Museum of Art and American Bureau of Shipping Council. In addition, she is also a member of the Council on Foreign Relations, serves on the Young Leaders Forum of the National Committee on US-China Relations and serves as the member of Shanghai Jiao Tong University’s Antai College of Economics and Management Advisory Board, and honorary chairperson of the Jiao Tong University Alumni Association in America. Ms. Chao graduated from Harvard College in three years in 1994 with a Bachelor’s degree in economics (Magna Cum Laude), and received her Master of Business Administration degree from Harvard Business School in 2001.

There are no potential conflicts of interest between any duties to the Bank of the Directors listed above and their private interests or other duties.

Board of Supervisors

The following table sets forth certain information concerning members of the Bank's Supervisors.

| Name | Position |
|-------------------------|------------------------|
| Wang Xiquan | Chairman |
| Wang Xueqiang | Shareholder Supervisor |
| Liu Wanming | Shareholder Supervisor |
| Deng Zhiying | Employee Supervisor |
| Gao Zhaogang | Employee Supervisor |
| Xiang Xi | Employee Supervisor |
| Chen Yuhua | External Supervisor |

Wang Xiquan, has served as the Chairman of the Board of Supervisors of the Bank since November 2016 and Vice Party Secretary of the Bank since June 2016. Mr. Wang previously served in several positions at Industrial and Commercial Bank of China Limited ("ICBC") for many years. He served as the Executive Vice President of ICBC from September 2012 to July 2016 and Executive Director from June 2015 to July 2016. Mr. Wang served as a member of the senior management of ICBC from April 2010 to September 2012. Between September 1999 and April 2010, he successively served as Deputy Head of the Hebei Branch of ICBC, General Manager of Risk Management Department, General Manager of Internal Audit Bureau, and General Manager of Human Resource Department. Mr. Wang graduated from Shanxi Institute of Finance and Economics in 1983 and received a Doctorate degree in Management from Nanjing University in 2009. He holds the title of Senior Economist.

Wang Xueqiang, has served as the Shareholder Supervisor of the Bank since August 2004 and Head of the Office of Board of Supervisors since April 2005. Mr. Wang served as Deputy Director General Supervisor and Director General Supervisor of the Bank from July 2003 to August 2004 before the Bank's corporate restructuring. Mr. Wang served as Deputy Director General Supervisor at Agricultural Development Bank of China from October 2001 to July 2003, and worked with the Central Financial Working Commission from October 2000 to October 2001. From November 1996 to September 2000, Mr. Wang worked with Hong Kong Gang Ao International (Holdings) Co., Ltd. and Hong Kong Fujian Group Limited in succession. Prior to that, Mr. Wang worked with the Ministry of Finance from August 1985 to October 1996. Mr. Wang is a senior accountant and Certified Public Accountant qualified by the Chinese Institute of Certified Public Accountants. Mr. Wang graduated from China Central University of Finance and Economics in 1985 and obtained his Doctorate in Economics from Public Finance Institute of the Ministry of Finance in 2008.

Liu Wanming, has served as the Shareholder Supervisor of the Bank since August 2004 and Deputy General Manager of the Office of Board of Supervisors since April 2005. Since January 2014, Mr. Liu has served as Deputy General Manager of the Audit Department of the Head Office of the Bank. From November 2001 to August 2004, Mr. Liu was designated by the State Council to serve as Director Supervisor and a Deputy Director General Supervisor at Bank of Communications and the Bank. From August 1984 to November 2001, Mr. Liu worked with the National Audit Office, Agricultural Development Bank of China and the Central Financial Working Commission. Mr. Liu received a Bachelor's degree in Economics from Jiangxi University of Finance and Economics in 1984.

Deng Zhiying, has served as the Employee Supervisor of the Bank since August 2010. Mr. Deng currently serves as General Manager of the Supervisory Department in the Bank's Head Office. Mr. Deng has served as Deputy General Manager of the Supervisory Department in the Bank's Head Office from July 2008 to July 2010. From June 2007 to July 2008, Mr. Deng served as a member of the Party Committee and the secretary of the Party Discipline Committee in the Tianjin Branch of the Bank. From February 2008 to July 2008, Mr. Deng also served as the Director of the Labour Union of the branch. From June 1993 to June 2007, Mr. Deng worked in the Supervisory Office, the Inspection and Audit Department and the Supervisory Department of the Bank's Head Office. From August 1984 to June 1993, Mr. Deng worked in the Party Discipline Committee. Mr. Deng received a Bachelor's degree in History from Nankai University in 1984.

Gao Zhaogang, has served as the Employee Supervisor of the Bank since April 2016. Mr. Gao is currently the General Manager of the Human Resources Department of the Bank. Mr. Gao worked in the Organization Department of the CPC Central Committee from January 2001 to July 2014, successively serving as a Consultant (of deputy head level) of the Office of Enterprise Cadres, the Deputy Head, Head and Deputy Inspector of the Bureau Five of Cadres. From December 1998 to January 2001, he served as the Deputy Head of Development Research Department of China National Petroleum Corporation. Mr. Gao worked in Dagang Oilfield and China National Petroleum Company from July 1992 to December 1998. Mr. Gao graduated from Xi'an Shiyou Institute in 1992 and obtained Doctorate in Management Science and Engineering from Beijing University of Technology in 2012.

Xiang Xi, has served as the Employee Supervisor of the Bank since August 2012. Ms. Xiang is currently Deputy General Manager and Chief Financial Officer of Suzhou Branch of the Bank. She previously held the following various positions in the Bank, including Deputy General Manager and Chief Financial Officer of Suzhou Branch of the Bank from March 2010 to June 2015, a member of the CPC Committee, Deputy General Manager and Chief Financial Officer of Suzhou Branch from July 2005 to March 2010, Assistant to General Manager of the Suzhou Branch from March 2003 to July 2005, Deputy General Manager and General Manager of High-tech Industrial Development Zone Sub-branch of the Suzhou Branch from October 2000 to July 2005, cadre, Deputy Group Chief, Section Chief, Deputy Director and Deputy General Manager of the International Trade Settlement Division of the Suzhou Branch from July 1993 to October 2000. Ms. Xiang graduated from the Department of English of East China University of Science and Technology in 1993, and obtained an MBA Degree jointly conferred by Fudan University and University of Washington in December 2004.

Chen Yuhua, has served as the External Supervisor of the Bank since June 2015. Mr. Chen served as Vice President of China Cinda Asset Management Co., Ltd. from December 2008 to August 2013. Mr. Chen served as Chairman of China Cinda Investment Co., Ltd. from April 2004 to December 2008. Mr. Chen served as Head of the Equity Department of China Cinda Asset Management Company and General Manager of China Cinda Investment Co., Ltd from March 2000 to April 2004. Mr. Chen served as President of China Cinda Trust & Investment Company from December 1996 to March 2000. Mr. Chen served as Deputy General Manager of the Personnel Department and Deputy General Manager of the Personnel & Training Department of the Head Office of CCB from April 1994 to December 1996. Mr. Chen served as Division Head of the Construction Economy Department of the Head Office of CCB and General Manager of CCB Real Estate Consulting Corporation from March 1992 to March 1994. Mr. Chen served as Deputy Head of the Construction Economy Division, Deputy Head of the Real Estate Credit Department and Head of a direct sub-branch of CCB Sichuan Branch from August 1986 to March 1992. Mr. Chen graduated from Zhongnan University of Finance and Economics in 1986 and received a Master's degree in Economics.

Senior Management

The following table sets forth certain information concerning members of the Bank's senior management.

| Name | Position |
|--------------------------|---|
| Chen Siqing | Vice Chairman and President |
| Ren Deqi | Executive Director and Executive Vice President |
| Gao Yingxin. | Executive Director and Executive Vice President |
| Xu Luode. | Executive Vice President |
| Zhang Qingsong | Executive Vice President and Chief Information Officer |
| Liu Qiang | Executive Vice President |
| Fan Dazhi | Secretary of Party Discipline Committee |
| Pan Yuehan | Chief Risk Officer |
| Xiao Wei | Chief Audit Officer |
| Geng Wei. | Secretary to the Board of Directors and Company Secretary |

Please refer to “*Directors, Management and Supervisors – Directors*” for the biography of Mr. Chen Siqing, Mr. Ren Deqi and Mr. Gao Yingxin.

Xu Luode, has been serving as Executive Vice President of the Bank since June 2015. He joined the Bank in April 2015. He served as President of Shanghai Gold Exchange since August 2013 to April 2015. From August 2007 to August 2013, he served as Vice Chairman of the Board of Directors and President of China UnionPay Limited. Mr. Xu worked in PBOC for a number of years. He served as Director General of the Payment and Settlement Department of PBOC from October 2003 to August 2007, and served as the Deputy General Director of the General Executive Office of PBOC from March 1999 to October 2003. Mr. Xu has been serving as Chairman of Bank of China Consumer Finance Company Limited and Non-executive Director of BOCHK (Holdings) since July 2015 and October 2015, respectively. Mr. Xu obtained a Bachelor's degree in Economics from Hunan College of Finance and Economics in 1983. He has the qualification of Senior Accountant.

Zhang Qingsong, has served as the Executive Vice President of the Bank since November 2016 and Chief Information Officer of the Bank since March 2017. Mr. Zhang joined the Bank in 1990. He served as General Manager of the Clearing Department of the Bank from March 2014 to July 2016, and served as General Manager of Singapore Branch from December 2011 to June 2014. From March 2006 to December 2011, he successively served as Deputy General Manager of the Asset-Liability Management Department, Deputy General Manager of the Treasury, Director of the Global Markets Department, Director (Securities Investment) of the Global Markets Unit, General Manager (Securities Investment) of the Global Markets Unit, and also as General Manager of Hong Kong Trading Center (Hong Kong Branch) from July 2009 to December 2011. He graduated from Graduate School of People's Bank of China with a Master's degree in Economics in 1990. He holds the title of Associate Researcher.

Liu Qiang, has served as the Executive Vice President of the Bank since November 2016. Mr. Liu joined the Bank in 2016. He worked in Agricultural Bank of China ("ABC") for many years and held various positions. He served as General Manager of the Shanghai Branch of ABC from July 2015 to July 2016 and also as Executive Deputy Director of Shanghai Management Department of ABC from September 2015 to July 2016. From June 2005 to June 2015, he successively served as Deputy General Manager and General Manager of Business Department, General Manager of Important Client Department, and Deputy General of Beijing Branch, General Manager of the Asset-Liability Management Department/County Area Capital and Funds Management Center, and also served as Chairman of the Board of Supervisors of ABC Financial Leasing Co., Ltd. He graduated from China Agricultural University in 1993 and obtained a Master's degree in Agriculture from China Agricultural University in 1997. He holds the title of Senior Economist.

Fan Dazhi, has served as the Secretary of Party Discipline Committee of the Bank since December 2016. Mr. Fan joined the Bank in 2016. He served as Chairman of the Board of Directors of Hua Xia Bank since November 2016. From August 2007 to November 2016, he served as Director, Vice President, and President of Hua Xia Bank. From January 2004 to August 2007, he served as Director and General Manager of Beijing Securities Co., Ltd. From December 1999 to January 2004, Mr. Fan successively served as Deputy Head of Beijing Overseas Financing and Investment Management Center, Director and Deputy General Manager of Beijing State-owned Assets Management Co., Ltd. He graduated from Dongbei University of Finance and Economics in 1987, and graduated from Graduate School of China Academy of Social Sciences with a Doctor's degree in Economics in 2012. He has the qualification of Senior Accountant.

Pan Yuehan, has been serving as the Bank's Chief Risk Officer since April 2016. Mr. Pan joined the Bank in 1984. He served as General Manager of the Shanghai Branch of the Bank from March 2011 to November 2015 and concurrently as Vice President of Shanghai RMB Trading Unit of the Bank from March 2012 to November 2015. From April 2009 to March 2011, he served as General Manager of the Suzhou Branch of the Bank. He previously served as the Deputy General Manager and Chief Financial Officer of the Jiangsu Branch of the Bank. He obtained a Master's Degree from China Europe International Business School in 2008.

Xiao Wei, has been serving as the Bank's Chief Audit Officer since November 2014. Mr. Xiao joined the Bank in 1994, and served as General Manager of the Financial Management Department of the Bank from November 2009 to November 2014. Mr. Xiao served as Deputy General Manager of the Beijing Branch of the Bank from May 2004 to November 2009, and also concurrently served as Chief Financial Officer of the Beijing Branch of the Bank from January 2007 to November 2009. He successively served as the Assistant General Manager and Deputy General Manager of the Asset-and-Liability Management Department of the Bank from December 1999 to May 2004, and also served as temporary Deputy General Manager of the Beijing Branch of the Bank from November 2002 to May 2004. Mr. Xiao has the qualification of Senior Accountant. He graduated from Renmin University of China with a Doctorate's degree in Economics in 1994.

Geng Wei, has been serving as Secretary to the Board of Directors of the Bank since June 2015 and Company Secretary of the Bank since October 2015. Mr. Geng joined the Bank in 2006. He had assumed various positions including the Chief Compliance Officer of the Legal and Compliance Department, Deputy General Manager and Chief Compliance Officer of the Risk Management Unit (Compliance Management), and Deputy General Manager (in charge of the department's work) and Chief Compliance Officer of the Legal and Compliance Department, General Manager of the Board Secretariat. Before joining the Bank, he served various positions of ICBC including the Deputy Division Head, Division Head and Deputy General Manager of the Legal Affairs Department, and Deputy Director of the Joint Stock Reform Office. Mr. Geng obtained a Doctorate's degree in law from Peking University in 1995.

Board Committees

The Bank's Board of Directors delegates certain responsibilities to various committees. The Bank's Board of Directors has set up the Strategic Development Committee, Audit Committee, Risk Policy Committee, Personnel and Remuneration Committee, and Connected Transactions Control Committee. These committees are constituted by certain Directors and report to the Board of Directors. In March 2015, the Board of Directors established the U.S. Risk Committee under its Risk Policy Committee to supervise risk management of the U.S. operations of the Bank. As required by the Bank's Articles of Association, each committee must have at least three Directors.

SUBSTANTIAL SHAREHOLDERS

Disclosure of Shareholding under H-Share Regulation

Substantial Shareholder Interests

The register maintained by the Bank pursuant to section 336 of SFO, recorded that, as at 31 December 2016, the following corporations had the following interests (as defined in SFO) set opposite their respective names:

| Name of shareholder | Capacity (types of interest) | Number of shares held/Number of underlying shares (unit: share) | Type of shares | Percentage of total issued A-Share capital ⁽¹⁾ | Percentage of total issued H-Share capital | Percentage of total issued ordinary share capital ⁽¹⁾ |
|---|---|--|-------------------|---|--|---|
| Central Huijin Investment Ltd. | Beneficial owner | 188,461,533,607 | A | 89.42% | – | 64.02% |
| | Interest of controlled corporations | 1,810,024,500 | A | 0.86% | – | 0.61% |
| | Total | 190,271,558,107 | A | 90.28% | – | 64.63% |
| National Council for Social Security Fund | Beneficial owner | 7,518,157,041 | H | – | 8.99% | 2.55% |
| BlackRock, Inc. ⁽²⁾ | Interest of controlled corporations | 5,806,249,443 | H | – | 6.94% | 1.97% |
| JPMorgan Chase & Co. ⁽³⁾ | Beneficial owner | 2,152,000,896 | H | – | 2.57% | 0.73% |
| | | 180,789,229 (S) | H | – | 0.22% | 0.06% |
| | Investment manager | 325,820,115 | H | – | 0.39% | 0.11% |
| | Trustee | 28,075 | H | – | 0.00003% | 0.00001% |
| | Custodian corporation/ approved lending agent | 2,482,887,298 (P) | H | – | 2.97% | 0.84% |
| | Total | 4,960,736,384 | H | – | 5.93% | 1.69% |
| | | 180,789,229 (S) | H | – | 0.22% | 0.06% |
| | | 2,482,887,298 (P) | H | – | 2.97% | 0.84% |

Notes:

- (1) BlackRock, Inc. holds the entire issued share capital of BlackRock Holdco 2 Inc., which BlackRock Holdco 2 Inc. holds the entire issued share capital of BlackRock Financial Management, Inc. Thus BlackRock, Inc. and BlackRock Holdco 2 Inc. are deemed to have equal interests in shares of the Bank as BlackRock Financial Management, Inc. under the SFO. BlackRock, Inc. holds a long position of 5,806,249,443 H Shares of the Bank through BlackRock Financial Management, Inc. and other corporations controlled by it, including 17,050,000 H Shares which are held through derivatives.
- (2) JPMorgan Chase & Co. holds the entire issued share capital of JPMorgan Chase Bank, N.A. Thus JPMorgan Chase & Co. is deemed to have equal interests in shares of the Bank as JPMorgan Chase Bank, N.A. under the SFO. JPMorgan Chase & Co. holds a long position of 4,960,736,384 H Shares and a short position of 180,789,229 H Shares of the Bank through JPMorgan Chase Bank, N.A. and other corporations controlled by it. In the long position of 4,960,736,384 H Shares, 2,482,887,298 H Shares are held in the lending pool and 162,206,912 H Shares are held through derivatives. In the short position of 180,789,229 H Shares, 180,446,728 H Shares are held through derivatives.
- (3) “S” denotes short position, “P” denotes lending pool.

All interests stated above represented long positions, except as stated otherwise. Save as disclosed above, as at 31 December 2016, no other interests (including derivative interests) or short positions were recorded in the register maintained by the Bank under section 336 of SFO.

Controlling Shareholder of the Bank

Central Huijin Investment Ltd. (“**Huijin**”) is a State-owned company established under the Company Law of the PRC. Established on 16 December 2003, Huijin has a registered capital of RMB828.209 billion and paid-in capital of RMB828.209 billion. The current legal representative is Mr. Ding Xuedong. Huijin’s Unified Social Credit Code is 911000007109329615. Wholly-owned by China Investment Corporation, Huijin makes equity investments in key State-owned financial institutions, as authorised by the State Council. To the extent of its capital contribution, Huijin exercises the rights and fulfils the obligations as an investor on behalf of the State Council, in accordance with applicable laws aimed at preserving and enhancing the value of State-owned financial assets. Huijin neither engages in other business activities nor intervenes in the daily operation of the key State-owned financial institutions under its control. As at 31 December 2016, the Bank does not have any other institutional shareholders holding at least 10% of the voting shares of the Bank (excluding HKSCC Nominees Limited).

CONNECTED TRANSACTIONS

The Bank currently engages in, and expect from time to time in the future to engage in, financial and commercial transactions with its connected parties. All such transactions are conducted on an arm's length and commercial basis and in accordance with the applicable listing rules. For the years ended 31 December 2014, 2015 and 2016, the Bank had no significant connected transactions.

TAXATION

The following is a general description of certain tax considerations relating to the Notes and is based on laws and relevant interpretation thereof in effect as at the date of this Offering Circular all of which are subject to changes and does not constitute legal or taxation advice. It does not purport to be a complete analysis of all tax considerations relating to the Notes, whether in those countries or elsewhere. Prospective purchasers of the Notes should consult their own tax advisers as to which countries' tax laws could be relevant to acquiring, holding and disposing of the Notes and receiving payments of interest, principal and/or other amounts under the Notes and the consequences of such actions under the tax laws of those countries. It is emphasised that none of the Relevant Obligors, the Bank nor any other persons involved in the Programme accepts responsibility for any tax effects or liabilities resulting from the subscription for purchase, holding or disposal of the Notes.

People's Republic of China

The following summary describes the principal PRC tax consequences of ownership of the Notes by beneficial owners who, or which, are not residents of mainland China for PRC tax purposes. These beneficial owners are referred to as non-PRC Noteholders in this section. In considering whether to invest in the Notes, potential purchasers should consult their individual tax advisors with regard to the application of PRC tax laws to their particular situations as well as any tax consequences arising under the laws of any other tax jurisdiction.

Pursuant to the Enterprise Income Tax Law promulgated on 16 March 2007 and effective on 1 January 2008 and the PRC Individual Income Tax Law, as amended on 30 June 2011, and their implementation regulations, an income tax is imposed on payment of interest by way of withholding in respect of debt securities, issued by PRC enterprises to non-resident Noteholders, including non-resident enterprises and non-resident individuals.

On 23 March 2016, the Ministry of Finance and the State Administration of Taxation (“SAT”) issued the Circular of Full Implementation of Business Tax to VAT Reform (《關於全面推開營業稅改徵增值稅試點的通知》) (Caishui [2016] No. 36, “**Circular 36**”) which confirms that business tax was replaced by VAT from 1 May 2016. Since then, the income derived from the provision of financial services which attracted business tax will be entirely replaced by, and subject to, VAT.

According to Circular 36, the entities and individuals providing the services within China shall be subject to VAT. The services are treated as being provided within China where either the service provider or the service recipient is located in China. The services subject to VAT include the provision of financial services such as the provision of loans. It is further clarified under Circular 36 that the “loans” refers to the activity of lending capital for another’s use and receiving the interest income thereon. Based on the definition of “loans” under Circular 36, the issuance of Notes is likely to be treated as the holders of the Notes providing loans to the relevant Issuer.

*(I) In the event that the Issuer is the Bank's head office (the “**BOC Head Office**”)*

In the event that the Issuer is BOC Head Office, BOC Head Office will be subject to withhold PRC income tax on the payment of interest of the Notes to non-resident Noteholders. The current rates of such income tax are 20% (for non-resident individuals) and 10% (for non-resident enterprises) of the gross amount of the interest, in each case, unless a lower rate is available under an applicable tax treaty. For example, the tax so charged on interests paid on the Notes to non-resident Noteholders who, or which are residents of Hong Kong (including enterprise holders and individual holders) as defined under the arrangement between the mainland China and Hong Kong for purpose of the avoidance of double taxation will be 7% of the gross amount of the interest pursuant to such arrangement. Further, given that the BOC Head Office is located in the PRC, in the event that the Issuer is the BOC Head Office, holders of the Notes would be regarded as providing the financial services within China and consequently, the holders of the Notes shall be subject to VAT at the rate of 6% when receiving the interest payments under the Notes. In addition, the holders of the Notes shall be subject to the local levies at approximately 12% of the VAT payment and consequently, the combined rate of VAT and local levies would be around 6.72%. Given that BOC Head Office pays interest income to Noteholders who are located outside of the PRC, BOC Head Office, acting as the obligatory withholder in accordance with applicable law, shall withhold VAT and local levies from the payment of interest income to Noteholders who are located outside of the PRC. BOC Head Office has agreed to pay additional amounts to holders of the Notes so that holders of the Notes would receive the full amount of the scheduled payment, as further set out in the “*Terms and Conditions of the Notes*”.

(II) In the event that the Issuer is a Branch Issuer or the Notes are guaranteed by an Overseas Branch

In the event that the Issuer is a Branch Issuer or the Notes are guaranteed by an Overseas Branch, the relevant Issuer and the relevant Guarantor, as applicable, are not obliged to withhold PRC income tax at the rate up to 10% (for non-resident enterprises) or 20% (for non-resident individuals) on the payments of interest made by it to non-resident Noteholders provided that the payments are made outside of the territory of PRC. However, this is subject to the interpretation by the PRC tax authorities. If the PRC tax authorities take an interpretation that the interest on the Notes payable by the relevant Issuer or Guarantor is treated as income sourced from the PRC, a withholding tax may be imposed on such interest and the relevant Issuer or Guarantor will pay additional amounts to holders of the Notes so that holders of the Notes would receive the full amount of the scheduled payment, as further set out in the Conditions. If BOC Head Office shall perform the obligation of paying interest of the Notes in the event and only when the relevant Branch Issuer or Overseas Branch as Guarantor fails to perform its obligations of paying the interest of the Notes, BOC Head Office will be obliged to withhold PRC income tax at a rate of 10% (for non-resident enterprises) or 20% (for non-resident individuals) (unless a lower rate is available under an applicable tax treaty) and PRC VAT tax and local levies at the rate of 6.72% of the interest component of the amount payable by BOC Head Office to the Noteholders if the PRC tax authority views such component as an interest income arising within the territory of the PRC.

Pursuant to the EIT Law, IIT Law and the VAT reform detailed above, in the case of (I) and (II), the Relevant Obligor(s) or the Bank shall withhold EIT or IIT, (should such tax apply) from the payments of interest in respect of the Notes for any non-PRC-resident Noteholder and the Relevant Obligor(s) or the Bank shall withhold VAT (should such tax apply) from the payments of interest in respect of the Notes for any Noteholders located outside of the PRC. However, in the event that such Relevant Obligor and the Bank are required to make such a deduction or withholding (whether by way of EIT, IIT or VAT otherwise), each Relevant Obligor and the Bank have agreed to pay such additional amounts as will result in receipt by the Noteholders of such amounts after such withholding or deduction as would have been received by them had no such withholding or deduction been required. For more information, see “*Terms and Conditions of the Notes – Condition 14 (Taxation)*”.

(III) In the event that the Issuer is a Subsidiary Issuer and the Notes are not guaranteed

In the event that the Issuer is a Subsidiary Issuer and the Notes are not guaranteed, the relevant Issuer is not obliged to withhold PRC income tax or PRC VAT tax.

Non-resident Noteholders will not be subject to the PRC tax on any capital gains derived from a sale or exchange of Notes consummated outside the PRC between non-resident Noteholders, except however, if the relevant Issuer is treated as a PRC tax resident enterprise under the Enterprise Income Tax Law and related implementation regulations in the future, any gains realized by the non-resident Noteholders from the transfer of the Notes may be regarded as being sourced within the PRC and accordingly would be subject to the rate of 10% (for non-resident enterprises) or 20% (for non-resident individuals) of PRC withholding tax unless there is a lower tax rate applicable.

Where a holder of the Notes who is an entity or individual located outside of the PRC resells the Notes to an entity or individual located outside of the PRC and derives any gain, since neither the service provider nor the service recipient is located in the PRC, theoretically VAT prescribed under Circular 36 does not apply and the relevant Issuer does not have the obligation to withhold the VAT or the local levies. However, there is uncertainty as to the applicability of VAT if either the seller or buyer of Notes is located inside the PRC. According to an arrangement between the mainland China and Hong Kong for avoidance of double taxation, Noteholders who are Hong Kong residents, including both enterprise holders and individual holders, will be exempted from PRC income tax on capital gains derived from a sale or exchange of the Notes. There is uncertainty as to whether gains realized on the transfer of the Notes by individual holders who are not PRC citizens or residents will be treated as incomes sourced within the PRC which as a result will be subject to PRC individual income tax.

Circular 36 has been issued quite recently, the above statements on VAT may be subject to further change upon the issuance of further clarification rules and/or different interpretation by the competent tax authority. There is uncertainty as to the application of Circular 36.

No PRC stamp duty will be chargeable upon the issue or transfer (for so long as the register of Noteholders is maintained outside the PRC) of a Note.

Hong Kong

Withholding Tax

No withholding tax is payable in Hong Kong in respect of payments of principal or interest on the Notes or in respect of any capital gains arising from the sale of the Notes.

Profits Tax

Hong Kong profits tax is chargeable on every person carrying on a trade, profession or business in Hong Kong in respect of profits arising in or derived from Hong Kong from such trade, profession or business (excluding profits arising from the sale of capital assets).

Under the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong) (the “**Inland Revenue Ordinance**”), interest on the Notes may be subject to profits tax if it is received by or accrued to:

- a corporation, other than a financial institution (as defined in the Inland Revenue Ordinance), carrying on a trade, profession or business in Hong Kong and where such interest is derived from Hong Kong;
- a person, other than a corporation, carrying on a trade, profession or business in Hong Kong and is in respect of the funds of that trade, profession or business and where such interest is derived from Hong Kong; or
- a financial institution (as defined in the Inland Revenue Ordinance) and arises through or from the carrying on by the financial institution of its business in Hong Kong, notwithstanding that the moneys in respect of which the interest is received or accrued are made available outside Hong Kong.

Sums derived from the sale, disposal or redemption of the Notes will not be subject to profits tax in Hong Kong unless such sale, disposal or redemption is or forms part of the revenue or profits of such trade, profession or business carried on in Hong Kong and the sum has a Hong Kong source. The source of such sums will generally be determined by having regard to the manner in which the Notes are acquired or disposed of, including where such activities were undertaken.

Sums received by or accrued to a financial institution by way of gains or profits arising through or from the carrying on by the financial institution of its business in Hong Kong from the sale, disposal and redemption of Notes will be subject to Hong Kong profits tax.

Stamp Duty

Stamp duty will not be payable on the issue of Bearer Notes provided either:

- such Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong; or
- such Notes constitute loan capital (as defined in the Stamp Duty Ordinance (Cap. 117) of Hong Kong (the “**SDO**”)).

If stamp duty is payable it is payable by the relevant Issuer on the issue of Bearer Notes at a rate of 3% of the market value of the Notes at the time of issue. No stamp duty will be payable on any subsequent transfer of Bearer Notes.

No stamp duty is payable on the issue of Registered Notes. Stamp duty may be payable on any transfer of Registered Notes if the relevant transfer is required to be registered in Hong Kong. Stamp duty will, however, not be payable on any transfer of Registered Notes provided that either:

- the Registered Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong; or
- the Registered Notes constitute loan capital (as defined in the SDO).

If stamp duty is payable in respect of the transfer of Registered Notes it will be payable at the rate of 0.2% (of which 0.1% is payable by the seller and 0.1% is payable by the purchaser) normally by reference to the value of the consideration or to the value on the contract notes for such sale, whichever is higher. In addition, stamp duty is payable at the fixed rate of HK\$5 on each instrument of transfer executed in relation to any transfer of the Registered Notes if the relevant transfer is required to be registered in Hong Kong.

FATCA

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as FATCA, a “foreign financial institution” may be required to withhold on certain payments it makes (“**foreign passthru payments**”) to persons that fail to meet certain certification, reporting, or related requirements. The Bank is a foreign financial institution for these purposes. A number of jurisdictions have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA (“**IGAs**”), which modify the way in which FATCA applies in their jurisdictions. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, such withholding would not apply prior to 1 January 2019. Holders should consult their own tax advisors regarding how these rules may apply to their investment in the Notes.

The proposed financial transactions tax (“FTT”)

On 14 February 2013, the European Commission published a proposal (the “**Commission’s Proposal**”) for a Directive for a common FTT in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the “**participating Member States**”). However, Estonia has since stated that it will not participate.

The Commission’s Proposal has very broad scope and could, if introduced, apply to certain dealings in Notes (including secondary market transactions) in certain circumstances. The issuance and subscription of Notes should, however, be exempt.

Under the Commission’s Proposal the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in Notes where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, “established” in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

However, the FTT proposal remains subject to negotiation between participating Member States. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate.

Prospective holders of Notes are advised to seek their own professional advice in relation to the FTT.

CLEARANCE AND SETTLEMENT

*The information set out below is subject to any change in or reinterpretation of the rules, regulations and procedures of DTC, Euroclear or Clearstream, Luxembourg or the CMU Service (together, the “**Clearing Systems**”) currently in effect. The information in this section concerning the Clearing Systems has been obtained from sources that the Relevant Obligors and the Bank believe to be reliable, but none of the relevant Issue, the Bank or any Dealer takes any responsibility for the accuracy thereof. Investors wishing to use the facilities of any of the Clearing Systems are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Clearing System. None of the Relevant Obligors, the Bank or any other party to the Programme Agency Agreement or any Alternative Agency Agreement will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Notes held through the facilities of any Clearing System or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.*

The Clearing Systems

DTC

DTC is a limited purpose trust company organised under the New York Banking Law, a “banking organisation” within the meaning of the New York Banking Law, a “clearing corporation” within the meaning of the New York Uniform Commercial Code and a “clearing agency” registered pursuant to Section 17A of the Exchange Act. DTC holds securities that its participants (“**Participants**”) deposit with DTC. DTC also facilitates the clearance and settlement among Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerised book-entry changes in Participants’ accounts, thereby eliminating the need for physical movement of securities certificates. Direct Participants include securities brokers and dealer, banks, trust companies, clearing corporations and certain other organisations. DTC is owned by a number of its Direct Participants and by the New York Stock Exchange, Inc., the American Stock Exchange, Inc. and the National Association of Securities Dealer, Inc. Access to the DTC System is also available to others such as securities brokers and dealer, banks and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“**Indirect Participants**”).

Under the rules, regulations and procedures creating and affecting DTC and its operations (the “**Rules**”), DTC makes book-entry transfers of Registered Notes among Direct Participants on whose behalf it acts with respect to Notes accepted into DTC’s book-entry settlement system (“**DTC Notes**”) as described below and receives and transmits distributions of principal and interest on DTC Notes. The Rules are on file with the Securities and Exchange Commission. Direct Participants and Indirect Participants with which beneficial owners of DTC Notes (“**Owners**”) have accounts with respect to the DTC Notes similarly are required to make book-entry transfers and receive and transmit such payments on behalf of their respective Owners. Accordingly, although Owners who hold DTC Notes through Direct Participants or Indirect Participants will not possess Registered Notes, the Rules, by virtue of the requirements described above, provide a mechanism by which Direct Participants will receive payments and will be able to transfer their interest in respect of the DTC Notes.

Purchases of DTC Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the DTC Notes on DTC’s records. The ownership interest of each actual purchaser of each DTC Note (“**Beneficial Owner**”) is in turn to be recorded on the Direct and Indirect Participant’s records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the DTC Notes are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in DTC Notes, except in the event that use of the book-entry system for the DTC Notes is discontinued.

To facilitate subsequent transfers, all DTC Notes deposited by Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co. The deposit of DTC Notes with DTC and their registration in the name of Cede & Co. effect no change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the DTC Notes; DTC’s records reflect only the identity of the Direct Participants to whose accounts such DTC Notes are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to Cede & Co. If less than all of the DTC Notes within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. will consent or vote with respect to DTC Notes. Under its usual procedures, DTC mails an Omnibus Proxy to the relevant Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the DTC Notes are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the DTC Notes will be made to DTC. DTC's practice is to credit Direct Participants' accounts on the due date for payment in accordance with their respective holdings shown on DTC's records unless DTC has a reason to believe that it will not receive payment on the due date. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name", and will be the responsibility of such Participant and not of DTC or the Relevant Obligor(s), subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to DTC is the responsibility of each Relevant Obligor, disbursement of such payments to Direct Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners is the responsibility of Direct and Indirect Participants.

Under certain circumstances, including if there is an Event of Default under the Notes, DTC will exchange the DTC Notes for definitive Registered Notes, which it will distribute to its Participants in accordance with their proportionate entitlements and which, if representing interests in a Rule 144A Global Note, will be legended as set forth under "*Transfer Restrictions*".

Since DTC may only act on behalf of Direct Participants, who in turn act on behalf of Indirect Participants, any Owner desiring to pledge DTC Notes to persons or entities that do not participate in DTC, or otherwise take actions with respect to such DTC Notes, will be required to withdraw its Registered Notes from DTC as described below.

Euroclear and Clearstream, Luxembourg

Euroclear and Clearstream, Luxembourg each hold securities for its customers and facilitate the clearance and settlement of securities transactions by electronic book-entry transfer between their respective account holders. Euroclear and Clearstream, Luxembourg provide various services including safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear and Clearstream, Luxembourg also deal with domestic securities markets in several countries through established depository and custodial relationships. Euroclear and Clearstream, Luxembourg have established an electronic bridge between their two systems across which their respective participants may settle trades with each other.

Euroclear and Clearstream, Luxembourg customers are world-wide financial institutions, including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Indirect access to Euroclear and Clearstream, Luxembourg is available to other institutions that clear through or maintain a custodial relationship with an account holder of either system.

CMU Service

The CMU Service is a central depository service provided by the Central Moneymarkets Unit of the HKMA for the safe custody and electronic trading between the members of this service ("**CMU Members**") of capital markets instruments ("**CMU Notes**") which are specified in the CMU Reference Manual as capable of being held within the CMU Service.

The CMU Service is only available to CMU Notes issued by a CMU Member or by a person for whom a CMU Member acts as agent for the purposes of lodging instruments issued by such persons. Membership of the CMU Service is open to all members of the Hong Kong Capital Markets Association and "authorised institutions" under the Banking Ordinance (Cap. 155) of Hong Kong.

Compared to clearing services provided by Euroclear and Clearstream, Luxembourg, the standard custody and clearing service provided by the CMU Service is limited. In particular (and unlike the European Clearing Systems), the HKMA does not as part of this service provide any facilities for the dissemination to the relevant CMU Members of payments (of interest or principal) under, or notices pursuant to the notice provisions of, the CMU Notes. Instead, the HKMA advises the lodging CMU Member (or a designated paying agent) of the identities of the CMU Members to whose accounts payments in respect of the relevant CMU Notes are credited, whereupon the lodging CMU Member (or the designated paying agent) will make the necessary payments of interest or principal or send notices directly to the relevant CMU Members. Similarly, the HKMA will not obtain certificates of non-U.S. beneficial ownership from CMU Members or provide any such certificates on behalf of CMU Members. The CMU Lodging and Paying Agent will collect such certificates from the relevant CMU Members identified from an instrument position report obtained by request from the HKMA for this purpose.

An investor holding an interest through an account with either Euroclear or Clearstream, Luxembourg in any Notes held in the CMU Service will hold that interest through the respective accounts which Euroclear and Clearstream, Luxembourg each have with the CMU Service.

Book-entry Ownership of and Payments in respect of DTC Notes

The relevant Issuer may apply to DTC in order to have any Series of Notes represented by a Global Note Certificate accepted in its book-entry settlement system. Upon the issue of any such Global Note Certificate, DTC or its custodian will credit, on its internal book-entry system, the respective nominal amounts of the individual beneficial interests represented by such Global Note Certificate to the accounts of persons who have accounts with DTC. Such accounts initially will be designated by or on behalf of the relevant Dealer. Ownership of beneficial interests in such a Global Note Certificate will be limited to Direct Participants or Indirect Participants, including, in the case of any Regulation S Global Note, the respective depositaries of Euroclear and Clearstream, Luxembourg. Ownership of beneficial interests in a Global Note Certificate accepted by DTC will be shown on, and the transfer of such ownership will be effected only through, records maintained by DTC or its nominee (with respect to the interests of Direct Participants) and the records of Direct Participants (with respect to interests of Indirect Participants).

Payments in U.S. dollars of principal and interest in respect of a Global Note Certificate accepted by DTC will be made to the order of DTC or its nominee as the registered holder of such Note. In the case of any payment in a currency other than U.S. dollars, payment will be made to the Exchange Agent on behalf of DTC or its nominee and the Exchange Agent will (in accordance with instructions received by it) remit all or a portion of such payment for credit directly to the beneficial holders of interests in the Global Note Certificate in the currency in which such payment was made and/or cause all or a portion of such payment to be converted into U.S. dollars and credited to the applicable Participants' account.

The relevant Issuer expects DTC to credit accounts of Direct Participants on the applicable payment date in accordance with their respective holdings as shown in the records of DTC unless DTC has reason to believe that it will not receive payment on such payment date. The relevant Issuer also expects that payments by Participants to beneficial owners of Notes will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers, and will be the responsibility of such Participant and not the responsibility of DTC, the Principal Paying Agent, the Registrar or the relevant Issuer. Payment of principal, premium, if any, and interest, if any, on Notes to DTC is the responsibility of the relevant Issuer.

Transfers of Notes Represented by Global Notes Certificate

Transfers of any interests in Notes represented by a Global Note Certificate within DTC, Euroclear and Clearstream, Luxembourg will be effected in accordance with the customary rules and operating procedures of the relevant clearing system. The laws in some States within the United States require that certain persons take physical delivery of securities in definitive form. Consequently, the ability to transfer Notes represented by a Global Note Certificate to such persons may depend upon the ability to exchange such Notes for Notes in definitive form. Similarly, because DTC can only act on behalf of Direct Participants in the DTC system who in turn act on behalf of Indirect Participants, the ability of a person having an interest in Notes represented by a Global Note Certificate accepted by DTC to pledge such Notes to persons or entities that do not participate in the DTC system or otherwise to take action in respect of such Notes may depend upon the ability to exchange such Notes for Notes in definitive form. The ability of any holder of Notes represented by a Global Note Certificate accepted by DTC to resell, pledge or otherwise transfer such Notes may be impaired if the proposed transferee of such Notes is not eligible to hold such Notes through a direct or indirect participant in the DTC system.

Subject to compliance with the transfer restrictions applicable to the Registered Notes described under “*Transfer Restrictions*”, cross-market transfers between DTC, on the one hand, and directly or indirectly through Clearstream, Luxembourg or Euroclear accountholders, on the other, will be effected by the relevant clearing system in accordance with its rules and through action taken by the Registrar, the Paying Agent and the DTC Custodian with whom the relevant Registered Notes have been deposited.

On or after the Issue Date for any Series, transfers of Notes of such Series between accountholders in Clearstream, Luxembourg and Euroclear and transfers of Notes of such Series between Participants in DTC will generally have a settlement date three business days after the trade date (T+3). The customary arrangements for delivery versus payment will apply to such transfers.

Cross-market transfers between accountholders in Clearstream, Luxembourg or Euroclear and DTC participants will need to have an agreed settlement date between the parties to such transfer. Because there is no direct link between DTC, on the one hand, and Clearstream, Luxembourg and Euroclear, on the other, transfers of interests in the relevant Registered Global Notes will be effected through the Registrar, the Paying Agent and the DTC Custodian receiving instructions (and, where appropriate, certification) from the transferor and arranging for delivery of the interests being transferred to the credit of the designated account for the transferee. In the case of cross-market transfers, settlement between Euroclear or Clearstream, Luxembourg accountholders and DTC participants cannot be made on a delivery versus payment basis. The securities will be delivered on a free delivery basis and arrangements for payment must be made separately.

DTC, Clearstream, Luxembourg and Euroclear have each published rules and operating procedures designed to facilitate transfers of beneficial interests in Registered Notes among participants and accountholders of DTC, Clearstream, Luxembourg and Euroclear. However, they are under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued or changed at any time. None of the Relevant Obligors, the Bank, the Agents or any Dealer will be responsible for any performance by DTC, Clearstream, Luxembourg or Euroclear, the CMU Service or their respective direct or indirect participants or accountholders of their respective obligations under the rules and procedures governing their operations and none of them will have any liability for any aspect of the records relating to or payments made on account of beneficial interests in the Notes represented by Global Notes Certificate or for maintaining, supervising or reviewing any records relating to such beneficial interests.

TRANSFER RESTRICTIONS

Regulation S Notes

Each purchaser of Bearer Notes or Unrestricted Notes outside the United States pursuant to Regulation S and each subsequent purchaser of such Notes in resales prior to the expiration of the distribution compliance period as defined in Regulation S, by accepting delivery of this Offering Circular and the Notes, will be deemed to have represented, agreed and acknowledged that:

- (i) it is, or at the time Notes are purchased will be, the beneficial owner of such Notes and:
 - (a) it is not a U.S. person and it is located outside the United States (within the meaning of Regulation S); and
 - (b) it is not an affiliate of any Relevant Obligor or a person acting on behalf of such an affiliate;
- (ii) it understands that such Notes have not been and will not be registered under the Securities Act and that, prior to the expiration of the distribution compliance period (as defined in Regulation S), it will not offer, sell, pledge or otherwise transfer such Notes except:
 - (a) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S; or
 - (b) to the relevant Issuer; or
 - (c) in the case of Unrestricted Notes only, in accordance with Rule 144A to a person that it and any person acting on its behalf reasonably believe is a QIB purchasing for its own account or the account of a QIB, in each case in accordance with any applicable securities laws of any State of the United States;
- (iii) it understands that each Relevant Obligor, the Trustee, the Registrar, the Dealers and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and, if any such acknowledgments, representations or agreements deemed to have been made by virtue of its purchase of the Notes are no longer accurate, it agrees to promptly notify the Relevant Obligor(s).

On or prior to the expiration of the relevant distribution compliance period, Notes represented by an interest in an Unrestricted Global Note Certificate may be transferred to a person who wishes to hold such Notes in the form of an interest in a Restricted Global Note Certificate only upon receipt by the Registrar of a written certification from the transferor (in the form set out in Schedule 5 (*Form of Transfer Certificate*) to the Bank Issuer Trust Deed) to the effect that such transfer is being made to a person whom the transferor reasonably believes is a QIB, in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any state of the United States. After the expiration of the relevant distribution compliance period, such certification requirements will no longer apply to such transfers, but such transfers will continue to be subject to the transfer restrictions contained in the legend appearing on the face of such Global Note Certificate, as described above under “*Forms of the Notes*”.

Notes represented by an interest in a Restricted Global Note Certificate may also be transferred to a person who wishes to hold such Notes in the form of an interest in an Unrestricted Global Note Certificate, but only upon receipt by the Registrar of a written certification from the transferor (in the form set out in Schedule 5 (*Form of Transfer Certificate*) to the Bank Issuer Trust Deed) to the effect that such transfer is being made in accordance with Regulation S or Rule 144 (if available) under the Securities Act.

Any interest in a Note represented by an Unrestricted Global Note Certificate that is transferred to a person who takes delivery in the form of an interest in a Note represented by a Restricted Global Note Certificate will, upon transfer, cease to be an interest in a Note represented by an Unrestricted Global Note Certificate and become an interest in a Note represented by a Restricted Global Note Certificate and, accordingly, will thereafter be subject to all transfer restrictions and other procedures applicable to Notes represented by a Restricted Global Note Certificate.

Rule 144A Notes

Each purchaser of Restricted Notes in reliance on Rule 144A, by accepting delivery of this Offering Circular, will be deemed to have represented, agreed and acknowledged as follows (terms used in the following paragraphs that are defined in Rule 144A have the respective meanings given to them in Rule 144A):

- (i) the purchaser is (a) a QIB, (b) acquiring the Notes for its own account or for the account of one or more QIBs, (c) not formed for the purpose of investing in the Notes or the relevant Issuer and (d) is aware, and each beneficial owner of such Notes has been advised that the sale of the Notes to it is being made in reliance on Rule 144A;
- (ii) the purchaser understands that (1) the Notes have not been and will not be registered under the Securities Act and may not be offered, sold, pledged or otherwise transferred except (a) in accordance with Rule 144A to a person that it, and any person acting on its behalf, reasonably believes is a QIB purchasing for its own account or for the account of one or more QIBs, (b) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S under the Securities Act, (c) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available), (d) pursuant to an effective registration statement under the Securities Act or (e) to the relevant Issuer or any of its affiliates, in each case in accordance with any applicable securities laws of any State of the United States and (2) it will, and each subsequent holder of the Restricted Notes is required to, notify any purchaser of the Restricted Notes from it of the resale restrictions applicable to the Restricted Notes;
- (iii) the purchaser understands that the Restricted Global Note Certificate and any restricted Individual Note Certificate (a **“Restricted Individual Note Certificate”**) will bear a legend to the following effect, unless the relevant Issuer determines otherwise in accordance with applicable law:

THE NOTES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE **“SECURITIES ACT”**) OR ANY SECURITIES LAW OF ANY STATE OF THE UNITED STATES. THE HOLDER HEREOF, BY PURCHASING THE NOTES REPRESENTED HEREBY, AGREES FOR THE BENEFIT OF THE ISSUER THAT THE NOTES REPRESENTED HEREBY MAY BE REOFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY IN COMPLIANCE WITH THE SECURITIES ACT AND OTHER APPLICABLE LAWS AND ONLY (1) PURSUANT TO RULE 144A UNDER THE SECURITIES ACT TO A PERSON THAT THE HOLDER REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A PURCHASING FOR ITS OWN ACCOUNT OR A PERSON PURCHASING FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER WHOM THE HOLDER HAS INFORMED, IN EACH CASE, THAT THE REOFFER, RESALE, PLEDGE OR OTHER TRANSFER IS BEING MADE IN RELIANCE ON RULE 144A, (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR 904 OF REGULATION S UNDER THE SECURITIES ACT, (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT (IF AVAILABLE) OR (4) TO THE ISSUER OR ITS AFFILIATES.

- (iv) if it is acquiring any Notes for the account of one or more QIBs the purchaser represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account; and
- (v) the purchaser understands that the relevant Issuer, the Trustee, the Registrar, the Dealers and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and, if any such acknowledgments, representations or agreements deemed to have been made by virtue of its purchase of the Notes are no longer accurate, it agrees to promptly notify the relevant Issuer.

Upon the transfer, exchange or replacement of a Restricted Global Note Certificate or a Restricted Individual Note Certificate, or upon specific request for removal of the legend, the relevant Issuer will deliver only a Restricted Global Note Certificate or one or more Restricted Individual Note Certificates that bear such legend or will refuse to remove such legend, unless there is delivered to the relevant Issuer and the Registrar such satisfactory evidence (which may include a legal opinion) as may reasonably be required by the relevant Issuer that neither the legend nor the restrictions on transfer set forth therein are required to ensure compliance with the provisions of the Securities Act.

Any interest in a Restricted Global Note Certificate that is transferred to a person who takes delivery in the form of an interest in an Unrestricted Global Note Certificate will, upon transfer, cease to be an interest in a Restricted Global Note Certificate and become an interest in an Unrestricted Global Note Certificate and, accordingly, will thereafter be subject to all transfer restrictions and other procedures applicable to an interest in an Unrestricted Global Note Certificate.

Prospective purchasers that are QIBs are hereby notified that sellers of the Restricted Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.

REGULATION AND SUPERVISION IN THE PRC

The banking industry is heavily regulated in the PRC, with CBRC and PBOC acting as the principal regulatory authorities. CBRC is primarily responsible for supervising and regulating banking institutions, and PBOC, as the central bank of the PRC, is primarily responsible for formulating and implementing monetary policies. The applicable laws and regulations governing activities in the PRC banking industry consist principally of the PRC PBOC Law, the PRC Commercial Banking Law, the Law of PRC on Supervision and Administration of Banking Sector, and rules and regulations promulgated thereunder.

Principal Regulators

Prior to April 2003, PBOC acted as both the PRC's central bank and the principal supervisor and regulator of the banking industry in the PRC. In April 2003, CBRC was established to serve as the primary banking industry regulator and it assumed the majority of bank regulatory functions from PBOC. PBOC retained its role as the central bank but now has a smaller role in the regulation of banking institutions.

CBRC

Functions and Powers

CBRC is the primary supervisory authority responsible for the regulation of banking institutions operating in the PRC, including branches and representative offices established by foreign financial institutions in the banking sector in the PRC.

According to the Law of PRC on Supervision and Administration of Banking Sector, the main responsibilities of CBRC include:

- (1) formulating and promulgating rules and regulations governing banking institutions and their business activities;
- (2) reviewing and approving the establishment, change, dissolution and business scope of banking institutions, as well as granting banking licences for commercial banks, their branches and subsidiaries, branches and representative offices of foreign banks in the PRC;
- (3) regulating the business activities of banking institutions, including the products and services they offer;
- (4) setting qualification requirements for, and approving or overseeing the nomination of, directors and senior management personnel of banking institutions;
- (5) setting guidelines and standards for internal controls, risk exposure and corporate governance of, and disclosure requirements for, banking institutions;
- (6) conducting on-site inspection and off-site surveillance of the business activities and risk exposure status of banking institutions;
- (7) monitoring the financial condition of banking institutions, including establishing standards or requirements for capital adequacy, asset quality and other financial metrics;
- (8) imposing corrective and punitive measures for violations of applicable banking regulations;
- (9) formulating prudential regulation principles of banking sector in accordance with laws and administrative regulations;
- (10) working with authorities (including the PBOC and the Ministry of Finance);
- (11) to establish emergency disposal mechanisms and to deal with any emergencies in the banking sector;
- (12) guiding and conducting surveillance on the activities of banking self-disciplinary organisations; and
- (13) carrying out international communication and cooperation activities related to supervisions of the banking sector.

Examination and Supervision

CBRC, through its head office in Beijing and offices in each province, provincial-level municipality and autonomous region, monitors the operations of commercial banks and their branches through on-site inspections and off-site surveillance. On-site inspections generally include visiting the banks' premises, interviewing bank employees, senior management and directors, as well as reviewing documents and materials maintained by the banks. CBRC also conducts off-site surveillance by reviewing financial and other reports regularly submitted by the banks. Off-site surveillance generally includes the surveillance of banks' business activities and risk exposure status to evaluate and analyse the operational risk of the banks. If a banking institution is not in compliance with a regulation, CBRC has the power to issue corrective and punitive measures, including imposition of fines, suspension of certain business activities, restrictions on distributions of dividends and other income and asset transfers, closure of the institution and other penalties.

PBOC

As the central bank of the PRC, PBOC is responsible for formulating and implementing monetary policies and maintaining the stability of the financial markets. According to the PRC PBOC Law, PBOC is empowered to:

- (1) formulate and implement monetary policies by establishing benchmark interest rates, setting the deposit reserve ratios for banks, extending loans to commercial banks, accepting discounted bills and conducting open market operations;
- (2) issue PRC treasury bills and other government bonds to financial institutions, as the agent of the MOF;
- (3) issue the currency of Renminbi and regulate the flow of Renminbi;
- (4) regulate the inter-bank lending market, inter-bank bond market and inter-bank foreign exchange market;
- (5) set foreign exchange rate policies and manage the PRC's foreign exchange reserves and gold reserves;
- (6) manage the state treasury;
- (7) maintain the normal operation of payment and settlement systems;
- (8) carry out foreign exchange administration and regulate inter-bank foreign exchange market;
- (9) establish anti-money laundering guidelines and monitor fund transfers to ensure that such transfers are in compliance with anti-money laundering regulations;
- (10) act as the central bank of the PRC to conduct relevant international financial activities; and
- (11) collect statistics of, investigate, analyse and forecast the financial industry.

Other Regulatory Authorities

In addition to CBRC and PBOC, commercial banks in the PRC are also subject to the supervision and regulation by other regulatory authorities including, among others, SAFE, CSRC, CIRC and NDRC. For example, in conducting foreign exchange business, banks are subject to the regulation of SAFE; in dealing with securities-related matters such as distributing securities investment funds or acting as the custodians of investment assets of securities institutional investors, banks are subject to the regulation of CSRC; and in conducting bancassurance business, banks are subject to the regulation of CIRC; and in issuing the notes overseas by the domestic banks, the domestic banks are subject to the regulation of NDRC.

Regulations Regarding Capital Adequacy

Capital Adequacy Guidelines

In June 2012, the CBRC issued the CBRC Measures regulating CARs of PRC commercial banks. The CBRC Measures, which are intended to reflect the Basel III regulatory capital requirements, set out minimum CAR requirements for commercial banks and provide detailed guidelines on the calculation of “capital” and “risk-weighted assets”. The overall CAR requirements are 11.5% for systematically important commercial banks and 10.5% for other commercial banks. Commercial banks in the PRC are required to have a CAR of not less than 8%, Tier 1 CAR of not less than 6% and Common Equity Tier 1 CAR of not less than 5%. The CARs are calculated in accordance with the CBRC Measures as follows:

$$\text{Capital Adequacy Ratio} = \frac{\text{Total Capital - deductions from corresponding capital instruments}}{\text{Risk-weighted Assets}} \times 100\%$$

$$\text{Tier 1 Capital Adequacy Ratio} = \frac{\text{Tier 1 Capital - deductions from corresponding capital instruments}}{\text{Risk-weighted Assets}} \times 100\%$$

$$\text{Common Equity Tier 1 Capital Adequacy Ratio} = \frac{\text{Common Equity Tier 1 Capital - deductions from corresponding capital instruments}}{\text{Risk-weighted Assets}} \times 100\%$$

In November 2012, the CBRC further released the Guiding Opinion on Commercial Banks’ Innovation on Capital Instruments (the “**2012 Guiding Opinions**”), setting out the general principles of the innovation of capital instruments of commercial banks and criteria of qualified capital instruments.

In addition, the CBRC Measures requires that commercial banks meet regulatory requirements on capital adequacy ratios as set forth in these Measures before the end of 2018. On 30 November 2012, the CBRC issued (“**Notice of the China Banking Regulatory Commission on Issues concerning Transitional Arrangements for the Implementation**”) of the Administrative Measures for the Capital of Commercial Banks (for Trial Implementation), which requires the satisfaction by systematically important commercial banks and other banks of CAR requirements by the end of 2013, 2014, 2015, 2016, 2017 and 2018 respectively.

PRC CURRENCY CONTROLS

The following is a general description of certain currency controls in the PRC and is based on the law and relevant interpretations thereof in effect as at the date of this Offering Circular, all of which are subject to change, and does not constitute legal advice. It does not purport to be a complete analysis of all applicable currency controls in the PRC relating to the Notes. Prospective holders of Notes who are in any doubt as to PRC currency controls are advised to consult their own professional advisers.

Renminbi is not a freely convertible currency. The remittance of Renminbi into and outside the PRC is subject to control imposed under PRC law.

Current Account Items

Under PRC foreign exchange control regulations, current account items refer to any transaction for international receipts and payments involving goods, services, earnings and other frequent transfers.

Prior to July 2009, all current account items were required to be settled in foreign currencies with limited exceptions. Following progressive reforms, Renminbi settlement of imports and exports of goods and of services and other current account items became permissible nationwide in 2012, except that the key enterprises on a Supervision List determined by the PBOC and five other relevant authorities would be subject to enhanced scrutiny when banks process current account cross-border repatriations.

On 5 July 2013, the PBOC promulgated the *Circular on Policies related to Simplifying and Improving Cross-border Renminbi Business Procedures* (關於簡化跨境人民幣業務流程和完善有關政策的通知) (the “**2013 PBOC Circular**”) which simplified the procedures for cross-border Renminbi trade settlement under current account items. On 1 November 2014, PBOC introduced a cash pooling arrangement for qualified multinational enterprise group companies, under which a multinational enterprise group can process cross-border Renminbi payments and receipts for current account items on a collective basis for eligible member companies in the group. On 5 September 2015, PBOC promulgated the *Circular on Further Facilitating the Cross-Border Bi-directional Renminbi Cash Pooling Business by Multinational Enterprise Groups* (關於進一步便利跨國企業集團開展跨境雙向人民幣資金池業務的通知) (the “**2015 PBOC Circular**”), which, among others, have lowered the eligibility requirements for multinational enterprise groups and increased the cap for net cash inflow. The 2015 PBOC Circular also provides that enterprises in the China (Shanghai) Free Trade Pilot Zone (the “**Shanghai FTZ**”) may establish an additional cash pool in the local scheme in the Shanghai FTZ, but each onshore company within the group may only elect to participate in one cash pool.

The regulations referred to above are subject to interpretation and application by the relevant PRC authorities. Local authorities may adopt different practices in applying these regulations and impose conditions for settlement of current account items.

Capital Account Items

Under PRC foreign exchange control regulations, capital account items include cross-border transfers of capital, direct investments, securities investments, derivative products and loans. Capital account payments are generally subject to approval of, and/or registration or filing with, the relevant PRC authorities.

Until recently, settlement of capital account items, for example, the capital contribution of foreign investors to foreign invested enterprises in the PRC, were generally required to be made in foreign currencies. Under progressive reforms by PBOC, the Ministry of Commerce of the PRC (“**MOFCOM**”) and the State Administration of Foreign Exchange of the PRC (“**SAFE**”), foreign investors are now permitted to make capital contribution, share transfer, profit allocation and liquidation and certain other transactions in Renminbi for their foreign direct investment within the PRC. Cross-border Renminbi payment infrastructure and trading facilities are being improved. Approval, registration and filing requirements for capital account payments in Renminbi are being removed gradually. In addition, the Circular on Reforming Foreign Exchange Capital Settlement for Foreign Invested Enterprises (關於改革外商投資企業外匯資金結匯管理方式的通知) which became effective on 1 June 2015, allows foreign-invested enterprises to settle 100% (subject to future adjustment at discretion of SAFE) of the foreign currency capital (which has been processed through the SAFE’s equity interest confirmation procedure for

capital contribution in cash or registered by a bank on the SAFE's system for account-crediting for such capital contribution) into Renminbi according to their actual operational needs. A negative list with respect to the usage of the capital and the Renminbi proceeds through the aforementioned settlement procedure is set forth under the Circular. In particular, a foreign invested enterprise with investment as its main business is permitted to use such Renminbi proceeds to make equity contribution to its invested enterprises directly, without further fillings with SAFE.

PRC entities are also permitted to borrow Renminbi-denominated loans from foreign lenders (which are referred to as “**foreign debt**”) and lend Renminbi-denominated loans to foreign borrowers (which are referred to as “**outbound loans**”), as long as such PRC entities have the necessary quota, approval or registration. PRC entities may also denominate security or guarantee arrangements in Renminbi and make payments thereunder to parties in the PRC as well as other jurisdictions (which is referred to as “cross-border security”). Under current rules promulgated by SAFE, foreign debts borrowed, outbound loans extended, and the cross-border security provided by a PRC onshore entity (including a financial institution) in Renminbi shall, in principle, be regulated under the current PRC foreign debt, outbound loan and cross-border security regimes applicable to foreign currencies. However, there remains potential inconsistencies between the provisions of the SAFE rules and the provisions of the 2013 PBOC Circular. It is not clear how regulators will deal with such inconsistencies in practice.

Nevertheless, since January 2016, PBOC and SAFE have worked to set up the Macro Prudential Assessment (“**MPA**”) system in order to unify the management of foreign debt denominated in Renminbi and foreign currencies. The latest MPA system is established pursuant to the 2017 PBOC Circular. Under the MPA system, both non-financial enterprises and financial institutions are allowed to borrow foreign debt within the defined “cross-border financing risk weighted balance limit”. They can settle foreign debt proceeds in Renminbi on a voluntary basis, provided that the proceeds should not be used beyond their business scope or in violation of relevant laws and regulations.

According to the 2015 PBOC Circular, qualified multinational enterprise groups can extend Renminbi-denominated loans to, or borrow Renminbi-denominated loans from, eligible offshore member entities within the same group by leveraging the cash pooling arrangements. The Renminbi funds will be placed in a special deposit account and may not be used to invest in stock, financial derivatives, or non-self-use real estate assets, or purchase wealth management products or extend loans to enterprises outside the group. Enterprises within the Shanghai FTZ may establish another cash pool under the Shanghai FTZ rules to extend inter-company loans, although Renminbi funds obtained from financing activities may not be pooled under this arrangement.

Pilot schemes relating to cross-border Renminbi loans, bonds, or equity investments have also been launched for, among others, enterprises in Shenzhen Qianhai, Jiangsu Kunshan, Jiangsu Suzhou Industrial Park, provided that foreign debt in these selected regions shall also be subject to the MPA system pursuant to the 2017 PBOC Circular. Recent reforms introduced were aimed at controlling the remittance of Renminbi for payment of transactions categorised as capital account items. There is no assurance that the PRC Government will continue to gradually liberalise the control over Renminbi payments of capital account item transactions in the future. The relevant regulations are relatively new and will be subject to interpretation and application by the relevant PRC authorities. Further, if any new PRC regulations are promulgated in the future which have the effect of permitting or restricting (as the case may be) the remittance of Renminbi for payment of transactions categorised as capital account items, then such remittances will need to be made subject to the specific requirements or restrictions set out in such rules.

SUBSCRIPTION AND SALE

Summary of Dealer Agreement

The Dealers have, in a dealer agreement (the “**Dealer Agreement**”) dated 7 April 2017, agreed with the Relevant Obligor(s) a basis upon which they or any of them may from time to time agree to subscribe Notes. Any such agreement will extend to those matters stated under “*Form of the Notes*” and “*Terms and Conditions of the Notes*”. Each Relevant Obligor will pay each relevant Dealer a commission as agreed between them in respect of Notes subscribed by it. Where the relevant agrees to sell to the Dealer(s), who agree to subscribe and pay for, or to procure subscribers to subscribe and pay for, Notes at an issue price (the “**Issue Price**”), any subsequent offering of those Notes to investors may be at a price different from such Issue Price. Each of the Bank and the Relevant Obligor(s) has agreed to reimburse the Arrangers certain of their expenses incurred in connection with the establishment, and any future update, of the Programme and the Dealers certain of their activities in connection with the Programme. The commissions in respect of an issue of Notes on a syndicated basis may be stated in the relevant Pricing Supplement.

Each of the Bank and the Relevant Obligor(s) has agreed to indemnify the Dealer against certain liabilities in connection with the offer and sale of the Notes. The Dealer Agreement entitles the Dealer to terminate any agreement that they make to subscribe Notes in certain circumstances prior to payment for such Notes being made to the relevant Issuer.

In order to facilitate the offering of any Series of the Notes, certain persons participating in the offering of the Series may engage in transactions that stabilise, maintain or otherwise affect the market price of the relevant Notes during and after the offering of the Series. Specifically such persons may over allot or create a short position in the Notes for their own account by selling more Notes than have been sold to them by the relevant Issuer. Such persons may also elect to cover any such short position by purchasing Notes in the open market. In addition, such persons may stabilise or maintain the price of the Notes by bidding for or purchasing Notes in the open market and may impose penalty bids, under which selling concessions allowed to syndicate members or other broker dealer participating in the offering of the Notes are reclaimed if Notes previously distributed in the offering are repurchased in connection with stabilisation transactions or otherwise. The effect of these transactions may be to stabilise or maintain the market price of the Notes at a level above that which might otherwise prevail in the open market. The imposition of a penalty bid may also affect the price of the Notes to the extent that it discourages resales thereof. No representation is made as to the magnitude or effect of any such stabilising or other transactions. Such transactions, if commenced, may be discontinued at any time. Stabilising activities may only be carried on by the Stabilising Manager(s) named in the applicable Pricing Supplement (or persons acting on behalf of any Stabilising Manager(s)) and only for a limited period following the issue date of the relevant Series of Notes.

In connection with each Series of Notes issued under the Programme, the Dealer or certain of their affiliates may purchase Notes and be allocated Notes for asset management and/or proprietary purposes but not with a view to distribution. Further, the Dealers or their respective affiliates may purchase Notes for its or their own account and enter into transactions, including credit derivatives, such as asset swaps, repackaging and credit default swaps relating to such Notes and/or other securities of any Relevant Obligor or its respective subsidiaries or affiliates at the same time as the offer and sale of each Series of Notes or in secondary market transactions. Such transactions would be carried out as bilateral trades with selected counterparties and separately from any existing sale or resale of the Series of Notes to which a particular Pricing Supplement relates (notwithstanding that such selected counterparties may also be purchasers of such Series of Notes).

Selling Restrictions

United States of America

CATEGORY 1

The Notes have not been, and will not be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, and Bearer Notes are subject to U.S. tax law requirements. The Notes may not be offered, sold or (in the case of Bearer Notes) delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S

under the Securities Act) except in certain transactions exempt from the registration requirements of the Securities Act. Each of the Dealers has agreed that, except as permitted by the Dealer Agreement, it will not offer, sell or, in the case of Bearer Notes, deliver the Notes within the United States or to U.S. persons.

In addition, until 40 days after the commencement of any offering, an offer or sale of Notes within the United States by any Dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act.

CATEGORY 2/CATEGORY 3

The Notes have not been, and will not be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold or (in the case of Bearer Notes) delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except in certain transactions exempt from the registration requirements of the Securities Act.

The Bearer Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the United States Internal Revenue Code and regulations thereunder.

Each Dealer has agreed that, except as permitted by the Dealer Agreement, it will not offer, sell or deliver Notes, (i) as part of their distribution at any time or (ii) otherwise until 40 days after the completion of the distribution of the Notes comprising the relevant Tranche, as certified to the Principal Paying Agent or the relevant Issuer by such Dealer (or, in the case of a sale of a Tranche of Notes to or through more than one Dealer, by each of such Dealers, or, in the case of a syndicated issue, the relevant lead manager(s) as to the Notes of such Tranche purchased by or through it, in which case the Principal Paying Agent or the relevant Issuer shall notify each such Dealer when all such Dealers, or, in the case of a syndicated issue, the relevant lead manager(s) have so certified) within the United States or to, or for the account or benefit of, U.S. persons, other than pursuant to Rule 144A, and such Dealer will have sent to each dealer to which it sells Notes during the distribution compliance period relating thereto, a confirmation or other notice setting forth the restrictions on offers and sales of the Notes within the United States or to, or for the account or benefit of, U.S. persons.

In addition, until 40 days after the commencement of the offering of Notes comprising any Tranche, any offer or sale of Notes within the United States by any dealer not participating in the offering may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A or another exemption from registration under the Securities Act.

The Dealer Agreement provides that the Arrangers, or any other Dealer, may directly or through its respective agents or affiliates arrange for the resale of Restricted Registered Notes in the United States only to qualified institutional buyers pursuant to Rule 144A.

European Economic Area

From 1 January 2018, unless the Pricing Supplement in respect of any Notes specifies the “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the European Economic Area. For the purposes of this provision:

- (a) the expression “retail investor” means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or
 - (ii) a customer within the meaning of Directive 2002/92/EC (as amended, the “Insurance Mediation Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or

- (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “Prospectus Directive”); and
- (b) the expression an “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes;

Prior to 1 January 2018, and from that date if the relevant Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, in relation to each Member State of the European Economic Area which has implemented the Prospectus Directive each, a “Relevant Member State”, each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the “Relevant Implementation Date”) it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, make an offer of such Notes to the public in that Relevant Member State:

- (a) *Approved prospectus*: if the Pricing Supplement in relation to the Notes specifies that an offer of those Notes may be made other than pursuant to Article 3(2) of the Prospectus Directive in that Relevant Member State (a “**Non-exempt Offer**”), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, **provided that** any such prospectus has subsequently been completed by the final terms contemplating such Non-exempt Offer, in accordance with the Prospectus Directive, in the period beginning and ending on the dates specified in such prospectus or Pricing Supplement, as applicable and the relevant Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;
- (b) *Qualified Investors*: at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (c) *Fewer than 150 offerees*: at any time to fewer than 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the relevant Issuer for any such offer; or
- (d) *Other exempt offers*: at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Notes referred to in (b) to (d) above shall require the relevant Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an “**offer of Notes to the public**” in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression “**Prospectus Directive**” means Directive 2003/71/EC (as amended by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State.

Selling Restrictions Addressing Additional United Kingdom Securities Laws

Each Dealer has represented, warranted and agreed and each further Dealer appointed under the Programme will be required to represent, warrant and agree that:

- (a) *No deposit-taking*: in relation to any Notes having a maturity of less than one year:
 - (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business; and

(ii) it has not offered or sold and will not offer or sell any Notes other than to persons:

- (A) whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses; or
- (B) who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses,

where the issue of the Notes would otherwise constitute a contravention of Section 19 of the FSMA by the relevant Issuer.

- (b) *Financial promotion*: it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which section 21(1) of the FSMA does not apply to any Relevant Obligor; and
- (c) *General compliance*: it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

Selling Restrictions Addressing Additional Netherlands Securities Laws

- (a) Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that it has complied with and will comply with the requirements under the Dutch Savings Certificates Act (*Wet inzake spaarbewijzen*) that Zero Coupon Notes in definitive form of any Issuer and other Notes which qualify as savings certificates as defined in the Dutch Savings Certificates Act may only be transferred or accepted through the intermediary of either the relevant Issuer or a Member of Euronext Amsterdam N.V. and with due observance of the Dutch Savings Certificates Act (including registration requirements), except in the case of (i) the initial issue of such Notes to the first holders thereof, (ii) any transfer and acceptance by individuals who do not act in the conduct of a profession or trade, and (iii) any transfer or acceptance of such Notes, if they are physically issued outside The Netherlands and are not distributed in The Netherlands in the course of primary trading or immediately thereafter.
- (b) Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that it shall include in
 - (i) any offer of Notes to the public in The Netherlands other than an offer:
 - (A) in respect of which a prospectus (and any supplement if required) approved by the Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten) (the “AFM”) (or, where appropriate, by the competent authority in another European Economic Area Member State which has implemented the Prospectus Directive and notified to the AFM in accordance with the Prospectus Directive) has been made generally available; or
 - (B) only to qualified investors as defined in the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*); and
 - (ii) any advertisement relating to such an offer, and any document in which the prospect of such offer is held out;

that:

- (x) no prospectus approved by the AFM has been or will be made generally available; and
- (y) such offer is not supervised by the AFM;

in such manner as prescribed by the AFM from time to time.

For purposes of this provision the expression “**Prospectus Directive**”, have the meaning given to them in the paragraph headed “Public Offer Selling Restrictions Under the Prospectus Directive”.

PRC

Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree, that neither it nor any of its affiliates has offered or sold or will offer or sell any of the Notes in the PRC (excluding Hong Kong, Macau and Taiwan) as part of the initial distribution of the Notes.

Hong Kong

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (i) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes other than (a) to “professional investors” as defined in the SFO and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a “prospectus” as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and
- (ii) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under that Ordinance.

Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Law No. 25 of 1948), as amended (the “**FIEA**”). Accordingly, each Dealer represents and agrees that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer to sell any Notes in Japan or to, or for the benefit of, a resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident in Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, FIEA and other relevant laws and regulations of Japan.

Singapore

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that this Offering Circular has not been and will not be registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Dealer has represented and agreed that, and each further Dealer appointed under the Programme will be required to represent and agree that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289 of Singapore) (the “**SFA**”)) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

- (1) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law;
- (4) as specified in Section 276(7) of the SFA; or
- (5) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

General

These selling restrictions may be modified by the agreement of each of the Relevant Obligor(s) and the Dealer following a change in a relevant law, regulation or directive. Any such modification will be set out in the relevant Pricing Supplement issued in respect of the issue of Notes to which it relates or in a supplement to this Offering Circular.

GENERAL INFORMATION

1. Listing

Application has been made to the Hong Kong Stock Exchange for the listing of the Programme during the 12-month period from the date of this Offering Circular on the Hong Kong Stock Exchange under which Notes may be issued by way of debt issues to Professional Investors only. The issue price of Notes listed on the Hong Kong Stock Exchange will be expressed as a percentage of their nominal amount. Transactions will normally be effected for settlement in the relevant specified currency and for delivery by the end of the second trading day after the date of the transaction. It is expected that dealings will, if permission is granted to deal in and for the listing of such Notes, commence on or about the next business day following the date of listing of the relevant Notes. Notes to be listed on the Hong Kong Stock Exchange are required to be traded with a board lot size of at least HK\$500,000 (or equivalent in other currencies).

2. Authorisation

The establishment and update of the Programme and the issue of the Notes thereunder were authorised by resolutions of the board of directors passed on 24 March 2011 and 30 March 2016 respectively, and resolutions of the shareholders' meeting of the Bank passed on 27 May 2011 and 7 June 2016 respectively. The Bank and each Relevant Obligor has obtained or will obtain from time to time all necessary consents, approvals and authorisations in connection with the issue and performance of its obligations under the Notes.

3. NDRC Registration

Where applicable for a relevant Tranche of Notes, the Notes will be issued within the relevant annual or otherwise general foreign debt issuance quota granted to the Bank pursuant to the Circular on Promoting the Reform of the Administrative System on the Issuance by Enterprises of Foreign Debt Filings and Registrations (國家發展改革委關於推進企業發行外債備案登記制管理改革的通知(發改外資[2015]2044 號)) issued by the NDRC which came into effect on 14 September 2015 and the applicable implementation rules or policies thereof as issued by the NDRC from time to time. Alternatively, separate pre-issue registration of a particular Tranche of Notes may be completed by the Bank as set forth in the relevant Pricing Supplement. After the issuance of such relevant Tranche of Notes, the Bank intends to provide the requisite information on the issuance of such Notes to the NDRC within the time period as required by the NDRC.

4. PBOC Reporting

With respect to any applicable Tranche of the Notes, reporting will be completed by the Bank in accordance with the 2017 PBOC Circular when the applicable Pricing Supplement is executed and before the relevant Issue Date.

5. Legal and Arbitration Proceedings

None of the Relevant Obligor(s), the Relevant Group nor the Group is or has been involved in any governmental, legal or arbitration proceedings, (including any such proceedings which are pending or threatened, of which any Relevant Obligor or the Bank is aware), which may have, or have had, during the 12 months prior to the date of this Offering Circular, a significant effect on the financial position or profitability of any Relevant Obligor, the Relevant Group, the Bank or the Group.

6. Significant/Material Change

Since 31 December 2016, there has been no material adverse change in the financial position or prospects nor any significant change in the financial or trading position or prospects of any Relevant Obligor, the Bank, or the Group.

7. Auditor

The Bank's audited consolidated financial statements as at and for the years ended 31 December 2015 and 2016, which are incorporated by reference in this Offering Circular, have been audited by Ernst & Young, Certified Public Accountants, as stated in its audit reports appearing therein.

8. Documents on Display

Copies of the following documents may be inspected during normal business hours on any weekday (Saturday's and public holidays excepted) at the registered office of the Bank at No. 1 Fuxingmen Nei Dajie, Beijing 100818, People's Republic of China and the specified office of the Principal Paying Agent at The Bank of New York Mellon, London Branch, 40th Floor, One Canada Square, London E14 5AL, United Kingdom for so long as the Notes are capable of being issued under the Programme:

- (i) the articles of association of the Bank and each Subsidiary Issuer (if applicable);
- (ii) the audited consolidated financial statements of the Bank for the years ended 31 December 2015 and 2016, respectively;
- (iii) copies of the latest annual report and audited annual consolidated financial statements, and any consolidated interim financial statements (whether audited or unaudited) published subsequently to such annual financial statements, of the Bank;
- (iv) each Pricing Supplement (save that a Pricing Supplement relating to a Note which is neither admitted to trading on a regulated market within the European Economic Area nor offered in the European Economic Area in circumstances where a prospectus is required to be published under the Prospectus Directive will only be available for inspection by a holder of such Note and such holder must produce evidence satisfactory to the relevant Issuer and the Principal Paying Agent as to its holding of Notes and identity);
- (v) a copy of this Offering Circular together with any supplement to this Offering Circular;
- (vi) the Non-Guaranteed Notes Principal Trust Deed (which contains the forms of the Notes in global and definitive form), the Guaranteed Notes Principal Trust Deed (which contains the forms of the Notes in global and definitive form), each Non-Guaranteed Notes Trust Deed, each Guaranteed Notes Trust Deed and each Alternative Trust Deed;
- (vii) the Non-Guaranteed Notes Principal Agency Agreement, the Guaranteed Notes Principal Agency Agreement, each Non-Guaranteed Notes Agency Agreement, each Guaranteed Notes Agency Agreement and each Alternative Agency Agreement;
- (viii) the Dealer Agreement; and
- (ix) the Programme Manual.

9. Clearing of the Notes

The Notes may be accepted for clearance through Euroclear, Clearstream, Luxembourg, DTC and CMU Service. The appropriate common code, the International Securities Identification Number, CMU instrument number and/or the Committee on the Uniform Security Identification Procedure ("CUSIP") in relation to the Notes of each Series will be specified in the relevant Pricing Supplement. The relevant Pricing Supplement shall specify any other clearing system as shall have accepted the relevant Notes for clearance together with any further appropriate information.

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