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*Notice to Hong Kong investors: the Issuer (as defined below) confirms that the Notes (as defined below) are intended for purchase by professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) only and are listed on The Stock Exchange of Hong Kong Limited on that basis. Accordingly, the Issuer confirms that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.*

## **PUBLICATION OF OFFERING CIRCULAR AND PRICING SUPPLEMENTS**



### **SHANGHAI PUDONG DEVELOPMENT BANK CO., LTD., HONG KONG BRANCH**

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

**U.S.\$700,000,000 0.875 per cent. Notes due 2024 (the “USD Notes”)  
(stock code: 40757)**

**HKD2,000,000,000 0.60 per cent. Notes due 2023 (the “HKD Notes”)  
(stock code: 40758)**

**(the USD Notes and the HKD Notes, collectively the “Notes”)  
issued under the U.S.\$5,000,000,000 Medium Term Note Programme**

## **Appendix 1 – Offering Circular dated 29 June 2021**

See the link: <https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0630/2021063000585.pdf>

**Appendix 2 – Pricing Supplements dated 6 July 2021**

## PRICING SUPPLEMENT

**MiFID II product governance/Professional investors and ECPs only target market** – Solely for the purposes of each manufacturers' product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**UK MiFIR product governance/Professional investors and ECPs only target market** – Solely for the purposes of each manufacturers' product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**Singapore Securities and Futures Act Product Classification** – In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the "**SFA**") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

This Pricing Supplement 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) ("**Professional Investors**") only.

**Notice to Hong Kong investors: The Issuer and the Bank confirm that the Notes are intended for purchase by Professional Investor only and will be listed on The Stock Exchange of Hong Kong Limited (the "HKSE") on that basis. Accordingly, the Issuer and the Bank confirm that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.**

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

The Offering Circular dated 29 June 2021 (read together with this Pricing Supplement) includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purposes of giving information with regard to the Issuer and the Bank. The Issuer and the Bank accept full responsibility for the information contained in this Pricing Supplement 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.

**Pricing Supplement dated 6 July 2021**

**SHANGHAI PUDONG DEVELOPMENT BANK CO., LTD., HONG KONG BRANCH**

**Issue of U.S.\$700,000,000 0.875 per cent. Notes due 2024  
under the U.S.\$5,000,000,000 Medium Term Note Programme**

**Legal Entity Identifier (LEI) Code of the Bank: 300300C1031031001330**

This 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 terms and conditions of the Notes (the "**Conditions**") set forth in the Offering Circular dated 29 June 2021. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular dated 29 June 2021. In case there is any discrepancy between the contents of the Offering Circular and this Pricing Supplement, the content of this Pricing Supplement prevails.

1. Issuer: Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch
2. (i) Series Number: 009  
(ii) Tranche Number: 001  
(iii) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: U.S. dollars
4. Aggregate Nominal Amount: U.S.\$700,000,000
5. (i) Issue Price: 99.906 per cent. of the Aggregate Nominal Amount  
(ii) Net Proceeds: Approximately U.S.\$698.8 million
6. (i) Specified Denominations: U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof  
(ii) Calculation Amount: U.S.\$1,000
7. (i) Issue Date: 13 July 2021  
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 13 July 2024
9. Interest Basis: 0.875 per cent. Fixed Rate  
(further particulars specified below)
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Not Applicable
13. Date of corporate approval for issuance of Notes obtained: 27 May 2021
14. Listing: HKSE  
Listing of the Notes is expected to become effective on 14 July 2021
15. Method of distribution: Syndicated
16. Date of regulatory approval for issuance of Notes obtained: NDRC approval (发改办外资备[2020]705号) dated 10 October 2020 from the NDRC

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |     |  |   |
|-----|--|---|
| 17. | <b>Fixed Rate Note Provisions</b>  | Applicable  |
|     | (i) Rate of Interest:  | 0.875 per cent. per annum payable semi-annually in arrear |
|     | (ii) Interest Payment Date(s):   | 13 January and 13 July in each year, not adjusted         |
|     | (iii) Fixed Coupon Amount(s):  | U.S.\$4.375 per Calculation Amount                        |
|     | (iv) Broken Amount(s):   | Not Applicable  |
|     | (v) Day Count Fraction:  | 30E/360   |
|     | (vi) Determination Date(s):  | Not Applicable  |
|     | (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable  |
| 18. | <b>Floating Rate Note Provisions</b>   | Not Applicable  |
| 19. | <b>Zero Coupon Note Provisions</b>   | Not Applicable  |
| 20. | <b>Index-Linked Interest Note/ other variable-linked interest Note Provisions</b>      | Not Applicable  |
| 21. | <b>Dual Currency Note Provisions</b>   | Not Applicable  |

**PROVISIONS RELATING TO REDEMPTION**

- |     |   |                                    |
|-----|---|------------------------------------|
| 22. | <b>Call Option</b>  | Not Applicable                     |
| 23. | <b>Put Option</b>   | Not Applicable                     |
| 24. | <b>Final Redemption Amount of each Note</b>   | U.S.\$1,000 per Calculation Amount |
| 25. | <b>Early Redemption Amount</b>  |                                    |
|     | (i) Early Redemption Amount (Tax) per Calculation Amount payable on redemption for taxation reasons and/or the method of calculating the same (if required or if different from that set out in the Conditions):                                | U.S.\$1,000 per Calculation Amount |
|     | (ii) Early Termination Amount per Calculation Amount payable on mandatory redemption 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): | U.S.\$1,000 per Calculation Amount |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |                       |                          |
|-----|-----------------------|--------------------------|
| 26. | <b>Form of Notes:</b> | <b>Registered Notes:</b> |
|-----|-----------------------|--------------------------|

- Global Note Certificate exchangeable for Individual Note Certificates in the limited circumstances described in the Global Note Certificate
27. Additional Financial Centre(s) or other special provisions relating to payment dates: Hong Kong
28. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
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
30. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
31. Redenomination, renominatisation and reconventioning provisions: Not Applicable
32. Any applicable currency disruption/fallback provisions: Not Applicable
33. Other terms or special conditions: Not Applicable

#### **DISTRIBUTION**

34. (i) If syndicated, names of Managers: Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch  
Shanghai Pudong Development Bank Co., Ltd. Singapore Branch  
SPDB International Capital Limited  
ABCI Capital Limited  
Agricultural Bank of China Limited Hong Kong Branch  
Agricultural Bank of China Limited, Singapore Branch  
Bank of China Limited  
Bank of China (Hong Kong) Limited  
Bank of Communications Co., Ltd. Hong Kong Branch  
BOCOM International Securities Limited  
BNP Paribas  
BOSC International Company Limited  
CEB International Capital Corporation Limited  
China CITIC Bank International Limited  
CCB International Capital Limited  
China Construction Bank Corporation Singapore Branch  
China Construction Bank (Asia) Corporation Limited  
China Industrial Securities International Brokerage Limited  
China International Capital Corporation Hong Kong Securities Limited  
China Merchants Securities (HK) Co., Limited  
China Minsheng Banking Corp., Ltd., Hong Kong Branch

China Securities (International) Corporate Finance Company Limited  
China Zheshang Bank Co., Ltd. (Hong Kong Branch)  
Chiyu Banking Corporation Limited  
Citigroup Global Markets Limited  
CLSA Limited  
CMB International Capital Limited  
CMB Wing Lung Bank Limited  
CMBC Securities Company Limited  
CNCB (Hong Kong) Capital Limited  
Crédit Agricole Corporate and Investment Bank  
DBS Bank Ltd.  
China Everbright Securities (HK) Limited  
GF Securities (Hong Kong) Brokerage Limited  
Guotai Junan Securities (Hong Kong) Limited  
Haitong International Securities Company Limited  
The Hongkong and Shanghai Banking Corporation Limited  
Huatai Financial Holdings (Hong Kong) Limited  
Industrial and Commercial Bank of China Limited, Singapore Branch  
Industrial and Commercial Bank of China (Asia) Limited  
ICBC International Securities Limited  
Industrial Bank Co., Ltd. Hong Kong Branch  
J.P. Morgan Securities PLC  
Nanyang Commercial Bank, Limited  
Shenwan Hongyuan Securities (H.K.) Limited  
Standard Chartered Bank

(together, the "**Joint Lead Managers**")

- |      |  |  |
|------|--|--|
| (ii) | Stabilisation Manager(s) (if any):                   | Any of the Joint Lead Managers appointed and acting in its capacity as stabilisation manager |
| 35.  | If non-syndicated, name and address of Dealer:       | Not Applicable   |
| 36.  | Private Bank Rebate/ Commission:                     | Not Applicable   |
| 37.  | U.S. Selling Restrictions:                           | Reg. S Category 1<br>TEFRA Not Applicable  |
| 38.  | Prohibition of Sales to EEA and UK Retail Investors: | Not Applicable   |
| 39.  | Additional selling restrictions:                     | Not Applicable   |

**OPERATIONAL INFORMATION**

- |     |  |                 |
|-----|--|-----------------|
| 40. | ISIN Code:   | XS2359947715    |
| 41. | Common Code:   | 235994771       |
| 42. | CMU Instrument Number:   | Not Applicable  |
| 43. | Any clearing system(s) other than Euroclear/Clearstream and the CMU and the relevant identification number(s): | Not Applicable  |
| 44. | Delivery:  | Free of payment |
| 45. | Additional Paying Agent(s) (if any):   | Not Applicable  |

**GENERAL**



46. The aggregate principal amount of the Notes issued has been translated into United States dollars, producing a sum of (for Notes not denominated in United States dollars): Not Applicable
47. Ratings: The Programme is rated "Baa2" by Moody's Investors Service, Inc. only. The Programme is not rated by any other rating agency including S&P Global Inc or Fitch Ratings Inc.
- The Notes to be issued are expected to be rated: "Baa2" by Moody's Investors Service, Inc.

## **STABILISATION**

In connection with the issue of the Notes, any of the Joint Lead Managers appointed as the Stabilisation Manager(s) (or persons acting on behalf of any Stabilisation Manager(s)) 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, there is no assurance that the Stabilisation Manager(s) (or persons acting on behalf of any Stabilisation Manager(s)) will undertake stabilisation action. 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 be discontinued at any, 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 relevant Stabilisation Manager(s) (or persons acting on behalf of any Stabilisation 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 HKSE of the Notes described herein pursuant to the U.S.\$5,000,000,000 Medium Term Note Programme of Shanghai Pudong Development Bank Co., Ltd.

## **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of:  
**SHANGHAI PUDONG DEVELOPMENT BANK CO., LTD., HONG KONG BRANCH**

By: .....  
*Duly authorised*

Name: Zhang Li

Title: CEO

## PRICING SUPPLEMENT

**MiFID II product governance/Professional investors and ECPs only target market** – Solely for the purposes of each manufacturers' product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**UK MiFIR product governance/Professional investors and ECPs only target market** – Solely for the purposes of each manufacturers' product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**Singapore Securities and Futures Act Product Classification** – In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the "**SFA**") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

This Pricing Supplement 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) ("**Professional Investors**") only.

**Notice to Hong Kong investors: The Issuer and the Bank confirm that the Notes are intended for purchase by Professional Investor only and will be listed on The Stock Exchange of Hong Kong Limited (the "HKSE") on that basis. Accordingly, the Issuer and the Bank confirm that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.**

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

The Offering Circular dated 29 June 2021 (read together with this Pricing Supplement) includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purposes of giving information with regard to the Issuer and the Bank. The Issuer and the Bank accept full responsibility for the information contained in this Pricing Supplement 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.

**Pricing Supplement dated 6 July 2021**

**SHANGHAI PUDONG DEVELOPMENT BANK CO., LTD., HONG KONG BRANCH**

**Issue of HKD2,000,000,000 0.60 per cent. Notes due 2023  
under the U.S.\$5,000,000,000 Medium Term Note Programme**

**Legal Entity Identifier (LEI) Code of the Bank: 300300C1031031001330**

This 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 terms and conditions of the Notes (the "**Conditions**") set forth in the Offering Circular dated 29 June 2021. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular dated 29 June 2021. In case there is any discrepancy between the contents of the Offering Circular and this Pricing Supplement, the content of this Pricing Supplement prevails.

1. Issuer: Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch
2. (i) Series Number: 008  
(ii) Tranche Number: 001  
(iii) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: Hong Kong dollars ("**HKD**")
4. Aggregate Nominal Amount: HKD2,000,000,000
5. (i) Issue Price: 100.00 per cent. of the Aggregate Nominal Amount  
(ii) Net Proceeds: Approximately HKD1,997.7 million
6. (i) Specified Denominations: HKD1,000,000 and integral multiples of HKD500,000 in excess thereof  
(ii) Calculation Amount: HKD500,000
7. (i) Issue Date: 13 July 2021  
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: Interest Payment Date falling on or nearest to 13 July 2023
9. Interest Basis: 0.60 per cent. Fixed Rate  
(further particulars specified below)
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Not Applicable
13. Date of corporate approval for issuance of Notes obtained: 27 May 2021
14. Listing: HKSE  
Listing of the Notes is expected to become effective on 14 July 2021
15. Method of distribution: Syndicated
16. Date of regulatory approval for issuance of Notes obtained: NDRC approval (发改办外资备[2020]705 号) dated 10 October 2020 from the NDRC

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- |     |  |  |
|-----|--|--|
| 17. | <b>Fixed Rate Note Provisions</b>  | Applicable   |
|     | (i) Rate of Interest:  | 0.60 per cent. per annum payable semi-annually in arrear   |
|     | (ii) Interest Payment Date(s):   | 13 January and 13 July in each year, adjusted in accordance with the Modified Following Business Day Convention  |
|     | (iii) Fixed Coupon Amount(s):  | 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 HKD0.01 (HKD0.005 being rounded upwards) |
|     | (iv) Broken Amount(s):   | Not Applicable   |
|     | (v) Day Count Fraction:  | Actual/365 (Fixed)   |
|     | (vi) Determination Date(s):  | Not Applicable   |
|     | (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable   |
| 18. | <b>Floating Rate Note Provisions</b>   | Not Applicable   |
| 19. | <b>Zero Coupon Note Provisions</b>   | Not Applicable   |
| 20. | <b>Index-Linked Interest Note/ other variable-linked interest Note Provisions</b>      | Not Applicable   |
| 21. | <b>Dual Currency Note Provisions</b>   | Not Applicable   |

## PROVISIONS RELATING TO REDEMPTION

- |     |   |                                   |
|-----|---|-----------------------------------|
| 22. | <b>Call Option</b>  | Not Applicable                    |
| 23. | <b>Put Option</b>   | Not Applicable                    |
| 24. | <b>Final Redemption Amount of each Note</b>   | HKD500,000 per Calculation Amount |
| 25. | <b>Early Redemption Amount</b>  |                                   |
|     | (i) Early Redemption Amount (Tax) per Calculation Amount payable on redemption for taxation reasons and/or the method of calculating the same (if required or if different from that set out in the Conditions):                                | HKD500,000 per Calculation Amount |
|     | (ii) Early Termination Amount per Calculation Amount payable on mandatory redemption 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): | HKD500,000 per Calculation Amount |

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

26.	<b>Form of Notes:</b>	<b>Registered Notes:</b>
		Global Note Certificate exchangeable for Individual Note Certificates in the limited circumstances described in the Global Note Certificate
27.	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
28.	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Not Applicable
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
30.	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
31.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
32.	Any applicable currency disruption/fallback provisions:	Not Applicable
33.	Other terms or special conditions:	Not Applicable

#### **DISTRIBUTION**

34.	(i) If syndicated, names of Managers:	Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch Shanghai Pudong Development Bank Co., Ltd. Singapore Branch SPDB International Capital Limited ABCI Capital Limited Agricultural Bank of China Limited Hong Kong Branch Agricultural Bank of China Limited, Singapore Branch Bank of China Limited Bank of China (Hong Kong) Limited Bank of Communications Co., Ltd. Hong Kong Branch BOCOM International Securities Limited BNP Paribas BOSCO International Company Limited CEB International Capital Corporation Limited China CITIC Bank International Limited CCB International Capital Limited China Construction Bank Corporation Singapore Branch China Construction Bank (Asia) Corporation Limited China Industrial Securities International Brokerage Limited China International Capital Corporation Hong Kong Securities Limited China Merchants Securities (HK) Co., Limited China Minsheng Banking Corp., Ltd., Hong Kong Branch
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China Securities (International) Corporate Finance Company Limited  
China Zheshang Bank Co., Ltd. (Hong Kong Branch)  
Chiyu Banking Corporation Limited  
Citigroup Global Markets Limited  
CLSA Limited  
CMB International Capital Limited  
CMB Wing Lung Bank Limited  
CMBC Securities Company Limited  
CNCB (Hong Kong) Capital Limited  
Crédit Agricole Corporate and Investment Bank  
DBS Bank Ltd.  
China Everbright Securities (HK) Limited  
GF Securities (Hong Kong) Brokerage Limited  
Guotai Junan Securities (Hong Kong) Limited  
Haitong International Securities Company Limited  
The Hongkong and Shanghai Banking Corporation Limited  
Huatai Financial Holdings (Hong Kong) Limited  
Industrial and Commercial Bank of China Limited, Singapore Branch  
Industrial and Commercial Bank of China (Asia) Limited  
ICBC International Securities Limited  
Industrial Bank Co., Ltd. Hong Kong Branch  
J.P. Morgan Securities PLC  
Nanyang Commercial Bank, Limited  
Shenwan Hongyuan Securities (H.K.) Limited  
Standard Chartered Bank

(together, the "**Joint Lead Managers**")

- |      |  |  |
|------|--|--|
| (ii) | Stabilisation Manager(s) (if any):                   | Any of the Joint Lead Managers appointed and acting in its capacity as stabilisation manager |
| 35.  | If non-syndicated, name and address of Dealer:       | Not Applicable   |
| 36.  | Private Bank Rebate/ Commission:                     | Not Applicable   |
| 37.  | U.S. Selling Restrictions:                           | Reg. S Category 1<br>TEFRA Not Applicable  |
| 38.  | Prohibition of Sales to EEA and UK Retail Investors: | Not Applicable   |
| 39.  | Additional selling restrictions:                     | Not Applicable   |

**OPERATIONAL INFORMATION**

- |     |  |                 |
|-----|--|-----------------|
| 40. | ISIN Code:   | HK0000744802    |
| 41. | Common Code:   | 236029352       |
| 42. | CMU Instrument Number:   | SPDBFN21001     |
| 43. | Any clearing system(s) other than Euroclear/Clearstream and the CMU and the relevant identification number(s): | Not Applicable  |
| 44. | Delivery:  | Free of payment |
| 45. | Additional Paying Agent(s) (if any):   | Not Applicable  |

**GENERAL**

46. The aggregate principal amount of the Notes issued has been translated into United States dollars at a rate of U.S.\$1 = HKD7.767, producing a sum of (for Notes not denominated in United States dollars): U.S.\$257,499,678
47. Ratings: The Programme is rated "Baa2" by Moody's Investors Service, Inc. only. The Programme is not rated by any other rating agency including S&P Global Inc or Fitch Ratings Inc.
- The Notes to be issued are expected to be rated: "Baa2" by Moody's Investors Service, Inc.

## **STABILISATION**

In connection with the issue of the Notes, any of the Joint Lead Managers appointed as the Stabilisation Manager(s) (or persons acting on behalf of any Stabilisation Manager(s)) 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, there is no assurance that the Stabilisation Manager(s) (or persons acting on behalf of any Stabilisation Manager(s)) will undertake stabilisation action. 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 be discontinued at any, 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 relevant Stabilisation Manager(s) (or persons acting on behalf of any Stabilisation 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 HKSE of the Notes described herein pursuant to the U.S.\$5,000,000,000 Medium Term Note Programme of Shanghai Pudong Development Bank Co., Ltd.

## **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Pricing Supplement.



Signed on behalf of:  
**SHANGHAI PUDONG DEVELOPMENT BANK CO., LTD., HONG KONG BRANCH**

By:  .....  
*Duly authorised*

Name: Zhang Li

Title: CEO