
SHARE CAPITAL

As at the Latest Practicable Date, our issued share capital comprised 5,740,454,510 Domestic Shares with nominal value of RMB1.00 each.

Immediately following the completion of the Global Offering, without taking into account of any H Share which may be issued upon the exercise of the Over-allotment Option, our issued share capital would be as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Approximate percentage of share capital</u>
Domestic Shares	5,740,454,510	83.33%
H Shares	1,148,091,000	16.67%
Total	<u>6,888,545,510</u>	<u>100.00%</u>

If the Over-allotment Option is exercised in full, assuming no other Shares are issued, our issued share capital would be as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Approximate percentage of share capital</u>
Domestic Shares	5,740,454,510	81.30%
H Shares	1,320,304,000	18.70%
Total	<u>7,060,758,510</u>	<u>100.00%</u>

OUR SHARES

Upon completion of the Global Offering, our Bank would have two classes of Shares, namely Domestic Shares and H Shares. Both Domestic Shares and H Shares are ordinary shares in our share capital. However, apart from certain qualified domestic institutional investors in the PRC, qualified PRC investors under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect and other persons entitled to hold our H Shares pursuant to relevant PRC laws and regulations, or upon approval by any competent authorities, H Shares generally may not be subscribed by or traded between legal or natural persons of the PRC. On the other hand, Domestic Shares can only be subscribed by or traded between legal and natural persons of the PRC, qualified foreign institutional investors and qualified foreign strategic investors.

Domestic Shares and H Shares are regarded as different classes of Shares under our Articles of Association. The differences between Domestic Shares and H Shares, and the provisions on class rights, the dispatch of notices and financial reports to shareholders, dispute resolution, registration of shares on different registers of shareholders, the method of share transfer and appointment of dividend receiving agents are set forth in our Articles of Association and summarized in Appendix V — “Summary of Articles of Association” to this prospectus.

SHARE CAPITAL

The rights conferred on any class of Shareholders may not be varied or abrogated unless approved by a special resolution of the Shareholders and by holders of such class of Shares at a separate class meeting. The circumstances which shall be deemed to be variation or abrogation of the rights of a class of Shareholders are listed in Appendix V — “Summary of Articles of Association” to this prospectus. However, the procedures for approval by separate classes of Shareholders do not apply: (i) where we issue, upon approval by a special resolution of the Shareholders in a general meeting, Shares representing no more than 20% of each of the existing issued Domestic Shares and H Shares, either separately or concurrently every 12 months; (ii) where our plan to issue Domestic Shares and H Shares at the time of our establishment is implemented within 15 months from the date of approval by the securities regulatory authorities of the State Council; or (iii) where our Domestic Shareholder transfers his Shares to foreign investors for listing and trading on overseas stock exchange with the approval of the relevant regulatory authorities such as the banking regulatory authorities and the securities regulatory authorities of the State Council.

Except for the differences above and the entitlement of the special dividend declared pursuant to the resolution of our Shareholders general meeting on April 25, 2019 and resolution of our Board of Directors dated September 6, 2021, Domestic Shares and H Shares will rank *pari passu* with each other in all other respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this prospectus. However, all dividends in respect of the H Shares are to be declared in Renminbi and paid in Hong Kong Dollars whereas all dividends in respect of Domestic Shares are to be declared and paid in Renminbi. In addition to cash, dividends may be distributed in the form of Shares. For details of the aforementioned special dividend, please see “Financial Information — Dividend — Special Dividend”.

CONVERSION OF DOMESTIC SHARES INTO H SHARES

Pursuant to the regulations prescribed by the CSRC and the Articles of Association, Domestic Shares may be converted into H Shares after completing the requisite internal process and obtaining the approval(s) from the relevant regulatory authorities, including the CSRC. In addition, such conversion and listing shall comply with the relevant rules of China Securities Depository and Clearing Corporation Limited and the Hong Kong Stock Exchange.

If any Domestic Shares are to be converted into H Shares and traded on the Hong Kong Stock Exchange, application shall be made to the CSRC and the listing and trading of such converted H Shares on the Hong Kong Stock Exchange also requires the approval of the Hong Kong Stock Exchange.

Based on the procedures for the conversion of Domestic Shares into H Shares as disclosed below, our Bank may apply for the listing of all or any portion of the Domestic Shares on the Hong Kong Stock Exchange as H Shares before any proposed conversion to ensure that the conversion process can be completed promptly upon notice to the Hong Kong Stock Exchange and delivery of Shares for entry on the H Share register. As any listing of additional Shares after our initial listing on the Hong Kong Stock Exchange is ordinarily considered by the Hong Kong Stock Exchange to be a purely administrative matter, it does not require application for listing at the time of the Listing.

No approval by separate class meeting is required for the listing and trading of such converted Shares on an overseas stock exchange pursuant to the Articles of Association. Any application for listing of the converted H Shares on the Hong Kong Stock Exchange after our initial listing is subject to prior notification by way of announcement to inform the Shareholders and the public of any proposed conversion.

SHARE CAPITAL

After all the requisite approvals have been obtained, the record of the relevant Domestic Shares will be removed from the Domestic Share register and will be re-registered on our H Share register maintained in Hong Kong and the H Share Registrar will issue H Share certificates for the relevant Shares. Registration on our H Share register will be on the conditions that (i) our H Share Registrar lodges with the Hong Kong Stock Exchange a letter confirming the entry of the relevant H Shares on the H Share register and the due dispatch of H Share certificates; and (ii) the admission of the converted H Shares to be traded on the Hong Kong Stock Exchange by CCASS in compliance with the Listing Rules and the General Rules of CCASS and the CCASS Operational Procedures in force from time to time. Until the converted Shares are re-registered on our H Share register, such Shares will not be listed on the Hong Kong Stock Exchange.

LOCK-UP PERIODS

Pursuant to Article 141 of the PRC Company Law, shares issued prior to any public offering of shares by a company cannot be transferred within one year from the date on which such shares are listed on the relevant stock exchange. Accordingly, the Domestic Shares in issue prior to the Listing Date will be subject to such statutory transfer restriction for a period of one year from the Listing Date. Our Bank will make this prospectus available on our website to notify our Domestic Shareholder in respect of such restriction.

Pursuant to the Notice on the Regulation of Internal Staff Shares in Financial Enterprises (《關於規範金融企業內部職工持股的通知》) jointly issued by the MOF, PBoC, CBRC, CSRC and CIRC, a listed or to be listed financial enterprise shall take steps to regulate the secondary market circulation of its internal staff shares held by its senior management and other individuals holding more than 50,000 shares and such senior management and individuals shall undertake not to transfer the shares held by him/her for a period of not less than three years from the date of listing and shall not transfer more than 15% of his/her total shareholdings each year or more than 50% of his/her total shareholdings within five years after the lock-up period.

In addition, each of our Directors, Supervisors and members of the senior management has further undertaken (i) not to transfer more than 25% of his/her shareholdings in our Bank each year during his/her tenure and (ii) not to transfer any Share held by him/her directly or indirectly within six months from the date he/she leaves his/her position in our Bank.

REGISTRATION OF SHARES NOT LISTED ON AN OVERSEAS STOCK EXCHANGE

According to the Notice of Centralized Registration and Deposit of Non-overseas Listed Shares of Companies Listed on an Overseas Stock Exchange (《關於境外上市公司非境外上市股份集中登記存管有關事宜的通知》) issued by the CSRC, an overseas listed company is required to register its shares that are not listed on an overseas stock exchange with the China Securities Depository and Clearing Corporation Limited within 15 business days upon listing and provide a written report to the CSRC regarding the centralized registration and deposit of its non-overseas listed shares as well as the current offering and listing of shares.

SHAREHOLDERS' GENERAL MEETINGS AND CLASS MEETINGS

For details of circumstances under which Shareholders' general meeting and Shareholders' class meeting are required, please refer to the sections headed "Notice of Meetings and Business to be Conducted Thereat" and "Change of Rights of Existing Shareholders or Classes of Shareholders" in "Appendix V — Summary of Articles of Association".