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本公告及隨附的上市文件乃按香港聯合交易所有限公司證券上市規則（「上市規則」）規定僅供參考之用，並不構成收購、購買或認購任何證券的邀請或要約。本公告及本文所述任何內容（包括隨附的上市文件）並非任何合同或承諾的依據。為免生疑，刊發本公告及隨附的上市文件不應被視為就香港法例第32章公司（清盤及雜項條文）條例而言由本行（定義見下文）或其代表刊發的招股章程提出的證券發售要約，亦不屬於香港法例第571章證券及期貨條例所指其中載有向公眾人士發出邀請以訂立或發出要約以訂立有關購買、出售、認購或承銷證券的協議的廣告、邀請或文件。

本公告不構成或形成任何要約購買在美國銷售的證券的一部分。除非另有規定，任何根據計劃將予發行的票據（「票據」）將不會根據經不時修訂之1933年美國聯邦證券法（「證券法」）進行登記，而且不得在未登記或獲豁免遵守證券法的登記規定的情況下於美國境內或向任何美國人士（定義見證券法）或出於美國人士的利益進行發售或出售。將不會在美國進行證券的公開發售。

香港投資者謹請注意：本行確認票據擬僅供專業投資者（定義見上市規則第37章）購買，並將按該基準於香港聯合交易所上市。因此，本行確認票據不適合作為香港零售投資者之投資。投資者應審慎考慮所涉及的風險。

## 於香港聯合交易所有限公司刊發發售通函



中國工商銀行股份有限公司

INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED

（於中華人民共和國註冊成立的股份有限公司）

（「本行」）

股份代號：1398

美元優先股股份代號：4620

## 20,000,000,000 美元全球中期票據計劃 （「計劃」）

安排行和交易商  
中國工商銀行\*

本公告乃根據上市規則第37.39A條刊發。

茲提述本行於二零二二年五月二十三日刊發的有關計劃於香港聯合交易所有限公司上市的通知。

請參閱本公告隨附的日期為二零二二年五月二十三日的與計劃相關發售通函(「發售通函」)。發售通函僅以英文刊發，並無刊發發售通函的中文版。誠如發售通函所述，根據計劃將予發行的票據僅供專業投資者(定義見上市規則第37章)購買，並將按該基準於香港聯合交易所上市。

發售通函並不構成向任何司法權區的公眾提呈出售任何證券的招股章程、通告、通函、宣傳冊或廣告，且並非向公眾發出邀請以就認購或購買任何證券作出要約，亦非供傳閱以邀請公眾就認購或購買任何證券作出要約。

發售通函不得被視為認購或購買本行任何證券的勸誘，且並無意進行有關勸誘。投資決定不應根據發售通函所載信息而作出。

中國工商銀行股份有限公司  
董事會

中國，北京  
2022年5月24日

於本公告刊發日期，董事會成員包括執行董事陳四清先生、廖林先生、鄭國雨先生和王景武先生；非執行董事盧永真先生、馮衛東先生、曹利群女士、陳怡芳女士和董陽先生；獨立非執行董事梁定邦先生、楊紹信先生、沈思先生和胡祖六先生。

\* 由中國工商銀行股份有限公司通過其相關持牌附屬機構執行。

## 附錄

日期為二零二二年五月二十三日的發售通函

## IMPORTANT NOTICE

**THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE EITHER (1) QUALIFIED INSTITUTIONAL BUYERS AS DEFINED IN RULE 144A UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") ("QIBs") OR (2) NON-U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT ("REGULATION S")) PURCHASING THE SECURITIES OUTSIDE THE UNITED STATES IN AN "OFFSHORE TRANSACTION" (AS DEFINED IN REGULATION S) 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 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. SUBJECT TO CERTAIN EXCEPTIONS, THE SECURITIES MAY NOT BE OFFERED OR 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).**

**THIS OFFERING CIRCULAR MAY NOT BE FORWARDED OR DISTRIBUTED, IN WHOLE OR IN PART, TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER, AND IN PARTICULAR, MAY NOT BE FORWARDED TO ANY ADDRESS IN THE UNITED STATES. 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.**

**Confirmation of your Representation:** In order to be eligible to view this Offering Circular or make an investment decision with respect to the securities, investors must be either (I) QIBs or (II) non-U.S. persons eligible to purchase the securities outside the United States in an "offshore transaction" in reliance on Regulation S. This Offering Circular is being sent at your request and by accepting the email and accessing this 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 and in an "offshore transaction" in reliance on Regulation S and that the electronic 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 delivery of such Offering Circular by electronic transmission.

You are reminded that this Offering Circular has been delivered to you on the basis that you are a person into whose possession this 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 this Offering Circular to any other person.

The materials relating to the offering of securities to which this 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 is made by a licensed broker or dealer and a relevant Dealer (as defined below) or any affiliate of the relevant Dealer is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the relevant Dealer or such affiliate on behalf of the Bank (as defined below) in such jurisdiction.

This 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 Industrial and Commercial Bank of China Limited (the "**Bank**"), Industrial and Commercial Bank of China (Asia) Limited (the "**Arranger**" and the "**Dealer**"), any person who controls any of the Arranger or the Dealer, any director, officer, employee nor agent of the Bank or the Arranger or the 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 Arranger or the Dealer.

**If you gained access to this transmission contrary to the foregoing restrictions, you are not allowed to purchase any of the securities described in the attached.**

**Actions that You May Not Take:** If you receive this document by e-mail, you should not reply by e-mail to this announcement, and you may not purchase any securities by doing so. Any reply e-mail 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.



# Industrial and Commercial Bank of China Limited

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

## U.S.\$20,000,000,000 Global Medium Term Note Programme

Under the Global Medium Term Note Programme (the “Programme”), Industrial and Commercial Bank of China Limited (the “Bank”), or such branch of the Bank (including Industrial and Commercial Bank of China Limited, Hong Kong Branch (the “Hong Kong Branch”)) (each a “Branch Issuer”), as specified in the applicable Pricing Supplement (each an “Issuer”) may from time to time issue medium term notes (the “Notes”), subject to compliance with all relevant laws, regulations and directives, denominated in any currency agreed between the relevant Issuer and the relevant Dealer (as defined below). This Offering Circular supersedes the offering circulars dated 1 February 2016, 10 February 2017, 30 November 2018, 6 September 2019, 19 June 2020 and 27 May 2021. Any Notes issued under the Programme on or after the date of this Offering Circular are issued subject to the provisions described herein save for, in the case of the terms and conditions of the Notes, any Notes issued on or after the date of this Offering Circular so as to be consolidated and form a single series with any Series (as defined under “Terms and Conditions of the Notes”) of the Notes issued before the date of this Offering Circular.

Notes may be issued in bearer or registered form. The aggregate nominal amount of Notes outstanding will not at any time exceed U.S.\$20,000,000,000 (or its equivalent in other currencies subject to increase as described herein). The Notes may be issued on a continuing basis to one or more of the Dealers specified under “Overview 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.

Application has been made to The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange” or “HKSE”) 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 Stock Exchange of Hong Kong Limited) (“Professional Investors”) only during the 12-month period after the date of this document on the HKSE. This document is for distribution to Professional Investors only.

**Notice to Hong Kong investors:** the Bank confirms that each Tranche (as defined under “Terms and Conditions of the Notes”) of Notes issued under the Programme is intended for purchase by Professional Investors only and, with respect to Notes to be listed on the Hong Kong Stock Exchange, will be listed on the Hong Kong Stock Exchange on that basis. Accordingly, the Bank confirms that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

**HKSE 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 HKSE is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes, the Bank or the relevant Issuer or quality of disclosure in this document.** Hong Kong Exchanges and Clearing Limited and the HKSE take no responsibility for the contents of this document, 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 document.

Notice of the aggregate nominal amount of the Notes, interest (if any) payable in respect of the Notes, the issue price of Notes and any other terms and conditions not contained herein which are applicable to each Tranche (as defined under “Terms and Conditions of the Notes”) of Notes will be set out in the Pricing Supplement (as defined below) which, with respect to Notes to be listed in 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 Tranche.

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.

**PRIIPs/IMPORTANT – EEA RETAIL INVESTORS** – 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 to be offered, sold or otherwise made available to and 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 (as amended, “MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “Insurance Distribution 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 Regulation (EU) 2017/1129 (as amended, the “Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, 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.

**PRIIPs/IMPORTANT – UK RETAIL INVESTORS** – If the Pricing Supplement in respect of any Notes includes a legend entitled “Prohibition of Sales to UK Retail Investors”, the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (“FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MiFID II product governance/target market** – The Pricing Supplement in respect of any Notes may include a legend entitled “MiFID II Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the 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 target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the “MiFID Product Governance Rules”), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

**UK MiFIR product governance/target market** – The Pricing Supplement in respect of any Notes may include a legend entitled “UK MiFIR Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the 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 target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

The Notes of each Series issued in bearer form (“Bearer Notes”) will be represented on issue by a temporary global note in bearer form (each a “Temporary Global Note”) or a permanent global note in bearer form (each a “Permanent Global Note”) (collectively, the “Global Notes”). 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”)) (“TEFRA D Rules”) must be initially represented by a Temporary Global Note and interests in a Temporary Global Note will be exchangeable, in whole or in part, for interests in a Permanent Global Note on or after the date 40 days after the relevant issue date, upon certification as to non-U.S. beneficial ownership. Global Notes may be deposited on the relevant issue date with a common depository on behalf of Euroclear Bank SA/NV (“Euroclear”) and/or Clearstream Banking S.A. (“Clearstream”), or with a sub-custodian for the Central Money Markets Unit Service (the “CMU”) operated by the Hong Kong Monetary Authority (the “HKMA”). In the case of a Series intended to be cleared through a clearing system other than, or in addition to, Euroclear and/or Clearstream or CMU, or delivered outside a clearing system, the Global Notes may be deposited on the relevant issue date as agreed between the relevant Issuer and the relevant Dealer. 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”.

Notes in registered form (“Registered Notes”) and which are 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”) (“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 and/or Clearstream with a common depository on behalf of Euroclear and Clearstream, (b) in the case of a Series intended to be cleared through the CMU, with a sub-custodian for the CMU, (c) in the case of a Series intended to be cleared through The Depository Trust Company (“DTC”), with a custodian (the “DTC Custodian”) for, and registered in the name of Cede & Co. as nominee for DTC, or (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, DTC and/or the CMU, 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 (a) in the case of a Series intended to be cleared through Euroclear and/or Clearstream, with a common depository on behalf of Euroclear and Clearstream, or (b) in the case of a Series intended to be cleared through DTC, with a DTC Custodian in the name of Cede & Co. as nominee for, DTC.

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 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 in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 144A and (ii) outside the United States to, or for the account or benefit of, non-U.S. persons (as defined in Regulation S under the Securities Act) in offshore transactions in accordance with Regulation S. See “Forms of the Notes” for a description of the manner in which Notes will be issued. Registered Notes are subject to certain restrictions on transfer, see “Subscription and Sale” and “Transfer Restrictions”.

The Programme has been assigned a rating of “A1” by Moody’s Investors Service Hong Kong Ltd. (“Moody’s”). This rating is only correct as at the date of this Offering Circular. Tranches of Notes to be issued under the Programme may be rated or unrated. Where a Tranche of Notes is to be rated, such rating will not necessarily be the same as the ratings assigned to the Programme. Moody’s is not established in the European Union nor registered under Regulation (EC) No 1060/2009 (as amended) on credit rating agencies. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction, revision or withdrawal at any time 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 should also 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 Issuer to fulfil its obligations in respect of the Notes, are discussed under “Risk Factors” below.

Arranger and Dealer  
ICBC

The date of this Offering Circular is 23 May 2022



## IMPORTANT NOTICE

The Bank, having made all reasonable enquiries confirms that to the best of its knowledge and belief, this Offering Circular (i) contains all information with respect to the Bank and its subsidiaries (the “**Group**”, “**we**” or “**us**”), the relevant Branch Issuer, the Notes and which, according to the particular nature of the Bank, the Group, the relevant Branch Issuer and of the Notes, is necessary to enable investors to make an informed assessment of the activities, assets and liabilities, financial position, management and prospects of the Bank, the Group, the relevant Branch Issuer, and of the Group’s profit and loss and of the rights attaching to the Notes and such information is accurate and complete in all material respects and (ii) does not contain any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements made herein, in light of the circumstances under which they were made, not misleading. All expressions of opinion, intention and expectation expressed herein are fair and made after due and careful consideration, and fair and reasonable and based on facts known, or which ought on reasonable enquiry to have been known, to the Bank and/or the relevant Branch Issuer or any of them.

Each Tranche (as defined herein) of Notes will be issued on the terms set out herein under “*Terms and Conditions of the Notes*” (the “**Conditions**” or the “**Terms and Conditions of the Notes**”) as amended and/or supplemented by the Pricing Supplement specific to such Tranche. 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 Tranche of Notes, must be read and construed together with the relevant Pricing Supplement.

In relation to any Tranche, the aggregate nominal amount of the Notes of such Tranche, the interest (if any) payable in respect of the Notes of such Tranche, the issue price and any other terms and conditions not contained herein which are applicable to such Tranche will be set out in a pricing supplement (each, a “**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 Tranche.

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 Issuer, the Group, the Arranger and the Dealer to inform themselves about and to observe any such restrictions. None of the relevant Issuer, the Group, the Arranger or the Dealer 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 the relevant Issuer, the Group, the Arranger or the Dealer 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, the European Economic Area, the United Kingdom, Japan, Hong Kong, the PRC and Singapore, and to persons connected therewith. 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 include Notes in bearer form that are subject to U.S. tax law requirements. Accordingly, the Notes may only be offered or sold (i) in the United States to QIBs in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 144A, and/or (ii) outside the United States, to, or for the account or benefit of, non-U.S. persons in offshore transactions in reliance on 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 U.S. persons. For a description of these and certain further restrictions on offers, sales and transfers of Notes and distribution of this Offering Circular, see “*Subscription and Sale*” and “*Transfer Restrictions*”. 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. Purchasers of the Notes in the U.S. are advised to consult legal counsel prior to making any transfer of such Notes.

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 Bank. The Bank 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. This Offering Circular is to be read in conjunction with all documents which are deemed to be incorporated herein by reference (see “*Documents 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, any Branch Issuer, the Group or the Notes. In making an investment decision, investors must rely on their own examination of the Bank, the relevant Branch Issuer, the 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 the relevant Issuer or the Group 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 the relevant Issuer, the Group, the Arranger or any Dealer.

None of the Dealers, the relevant Issuer or the Group makes any representation to any investor in the Notes regarding the legality of its investment under any applicable laws. Any investor in the Notes should be able to bear the economic risk of an investment in the Notes for an indefinite period of time.

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 Bank, relevant Branch Issuer or the Group 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 the relevant Issuer, the Group, the Arranger, the Dealer, 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 the Bank, the relevant Branch Issuer and the Group.

Credit ratings referred to in this Offering Circular or in a Pricing Supplement should not be taken as recommendations to buy, sell or hold securities and may be subject to revision, suspension and withdrawal at any time by the relevant rating agency.

The maximum aggregate principal amount of Notes outstanding at any one time under the Programme will not exceed U.S.\$20,000,000,000 (and for this purpose, any Notes denominated in another currency shall be translated into U.S. dollars at the date of the agreement to issue such Notes calculated in accordance with the provisions of the Dealer Agreement as defined under “*Subscription and Sale*”). 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.

**IN CONNECTION WITH THE ISSUE OF ANY TRANCHE OF NOTES, THE DEALER OR DEALERS (IF ANY) NAMED AS STABILISATION MANAGER(S) (OR PERSONS ACTING ON BEHALF OF ANY STABILISATION MANAGER(S)) IN THE RELEVANT 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 RELEVANT STABILISATION MANAGER(S) (OR PERSONS ACTING ON BEHALF OF ANY STABILISATION MANAGER(S)) IN ACCORDANCE WITH ALL APPLICABLE LAWS AND RULES.**

None of the Arranger, the Dealer or any Agents (as defined under “*Terms and Conditions of the Notes*”) has separately verified the information contained in this Offering Circular. To the fullest extent permitted by law, none of the Arranger, the Dealer 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 or liability, 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 Arranger, the Dealer 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 an Arranger, a Dealer, any Agent, or any director, officer, employee, agent or affiliate of any such person or on its behalf in connection with the Bank, the relevant Branch Issuer, the Group, the Notes, or the issue and offering of the Notes. Each Arranger, each Dealer 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 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 advisers 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 of the relevant Issuer, the Group, the Arranger or the Dealer, 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 Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the relevant Issuer and the Group. Each potential purchaser of the 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 Arranger nor the Dealer or any director, officer, employee, agent or affiliate of any such person undertakes to review the financial condition or affairs of the relevant Issuer or the 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 Arranger, the Dealer or any of them.

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.

The Notes in bearer form 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 United States persons, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code and the regulations promulgated thereunder.

#### **AVAILABLE INFORMATION**

In the event that Notes are offered and sold in reliance on Rule 144A, the relevant Issuer shall furnish, upon the request of a holder of such Notes or any beneficial interest therein, to such holder or to a prospective purchaser designated by him, the information required to be delivered under Rule 144A(d)(4) under the Securities Act if, at the time of the request, any of the Notes remain outstanding as “restricted securities” within the meaning of Rule 144(a)(3) of the Securities Act and the relevant Issuer is neither a reporting company under Section 13 or 15(d) of the U.S. Securities Exchange Act of 1934, as amended, (the “**Exchange Act**”) nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder.



**PRIIPs/IMPORTANT – EEA RETAIL INVESTORS** – 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 to be offered, sold or otherwise made available to and 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 (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “**Insurance Distribution 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 Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, 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.

**PRIIPs/IMPORTANT – UK RETAIL INVESTORS** – If the Pricing Supplement in respect of any Notes includes a legend entitled “Prohibition of Sales to UK Retail Investors”, the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (“**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MiFID II product governance/target market** – The Pricing Supplement in respect of any Notes may include a legend entitled “MiFID II Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the 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 target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the “**MiFID Product Governance Rules**”), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

**UK MiFIR product governance/target market** – The Pricing Supplement in respect of any Notes may include a legend entitled “UK MiFIR Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the 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 target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

Singapore Securities and Futures Act Product Classification – In connection with Section 309B of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore (the “SFA”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), unless otherwise specified before an offer of Notes, the relevant 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).

## PRESENTATION OF INFORMATION

Certain monetary amounts set out in this Offering Circular have been subject to rounding adjustments. Accordingly, figures shown as totals in tables may not be the arithmetic sums of the figures that precede them.

In this Offering Circular, references to “U.S. dollars”, “U.S.\$” or “USD” are to United States dollars, the lawful currency of the United States, references to “Sterling” and “£” are to the lawful currency of the United Kingdom, references to “Euro”, “EUR” or “€” are to the lawful currency of the Eurozone, references to “RMB” or “Renminbi” are to the lawful currency of the PRC, references to “Hong Kong dollars”, “HKD” or “HK\$” are to Hong Kong dollars, the lawful currency of Hong Kong, references to “MOP” are to Macau pataca, the lawful currency of Macau, references to “MXN” are to Mexican Pesos, the lawful currency of Mexico, references to “MYR” are to Malaysian ringgit, the lawful currency of Malaysia, references to “IDR” are to Indonesian rupiah, the lawful currency of Indonesia, references to “THB” are to Thai baht, the lawful currency of Thailand, references to “KZT” are to Kazakhstani tenge, the lawful currency of Kazakhstan, references to “NZD” are to New Zealand dollars, the lawful currency of New Zealand, references to “RUB” are to Russian rubles, the lawful currency of Russia, references to “CAD” are to Canadian dollars, the lawful currency of Canada, references to “ARS” are to Argentine pesos, the lawful currency of Argentina, references to “BRL” are to Brazilian real, the lawful currency of Brazil, references to “ZAR” are to South African rand, the lawful currency of South Africa, references to “JPY” or “Japanese Yen” are to Japanese yen, the lawful currency of Japan and references to “TRY” are to Turkish lira, the lawful currency of Turkey.

The audited consolidated financial statements of the Group as at and for the year ended 31 December 2020 incorporated by reference in this Offering Circular have been prepared and presented in accordance with the International Financial Reporting Standards (“IFRSs”) and have been audited by KPMG.

The audited consolidated financial statements of the Group as at and for the year ended 31 December 2021 incorporated by reference in this Offering Circular have been prepared and presented in accordance with the IFRSs and have been audited by Deloitte Touche Tohmatsu (“**Deloitte**”).

On 29 April 2022, the Bank announced its unaudited and unreviewed consolidated financial results as at and for the three months ended 31 March 2022 (the “**Group’s 2022 First Quarterly Results**”). The Group’s 2022 First Quarterly Results are not audited or reviewed by an independent auditor, and 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. Neither the Arranger, the Dealer, or any Agent or any director, officer, employee, agent or affiliate of any such person makes any representation or warranty, express or implied, regarding the sufficiency of the Group’s 2022 First Quarterly Results for an assessment of, and potential investors must exercise caution when using such data to evaluate the financial condition and results of operations of the Group. In addition, the Group’s 2022 First Quarterly Results should not be taken as an indication of the expected financial condition or results of operations of the Group for the full financial year ending 31 December 2022.

Significant differences exist between IFRSs and generally accepted accounting principles in the United States (“**U.S. GAAP**”) that might be material to the financial information herein. The Bank has made no attempt to quantify the impact of those differences. In making an investment decision, prospective investors must rely upon their own examination of the Bank, the terms of the offering and the financial information. Prospective investors should consult their own professional advisers for an understanding of the differences between IFRSs and U.S. GAAP and how those differences might affect the financial information herein.

In this Offering Circular, references to “China”, “Mainland China” and the “PRC” 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 Macau Special Administrative Region of the People’s Republic of China; references to “U.S.” are to the United States, references to “UK” or “United Kingdom” are to the United Kingdom of Great Britain and Northern Ireland and references to “EEA” are to the European Economic Area.

In this Offering Circular, unless the contrary intention appears, a reference to a law or a provision of a law is a reference to that law or provision as extended, amended or re-enacted.

## 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”, “intend”, “expect”, “plan”, “anticipate”, “schedule”, “estimate” 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 Group and the plans and objectives of the management of 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 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 Group’s present and future business strategies and the environment in which the Group will operate in the future. The Bank, the Group or the relevant Branch Issuer 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 Bank’s or the Group’s or the relevant Branch Issuer’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 Bank’s, the Group’s or the relevant Branch Issuer’s expectations. All subsequent written and forward-looking statements attributable to the Bank, the Group or the relevant Branch Issuer or persons acting on behalf of the Bank, the Group or the relevant Branch Issuer are expressly qualified in their entirety by such cautionary statements.

## DOCUMENTS INCORPORATED BY REFERENCE

This Offering Circular should be read and construed in conjunction with each relevant Pricing Supplement 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.

The following documents which previously have been published and have been filed with HKSE shall be incorporated in, and form part of, this Offering Circular:

- the announcement of the Group's first quarterly results of 2022, containing the unaudited and unreviewed consolidated financial results of the Group as at and for the three months ended 31 March 2022 (published on 29 April 2022);
- the audited consolidated financial statements of the Group as at and for the year ended 31 December 2021 together with the Independent Auditor's Report thereon, as set out on pages 142 to 274 (inclusive) of the annual report (published on 27 April 2022) of the Bank for the year ended 31 December 2021 (the "**2021 Annual Report**");
- the audited consolidated financial statements of the Group as at and for the year ended 31 December 2020 together with the Independent Auditor's Report thereon, as set out on pages 140 to 281 (inclusive) of the annual report (published on 23 April 2021) of the Bank for the year ended 31 December 2020 (the "**2020 Annual Report**"); and

the following documents published from time to time after the date hereof shall be deemed to be incorporated in, and form part of, this Offering Circular:

- the most recently published audited consolidated annual financial statements of the Group, together with any audit reports prepared in connection therewith;
- the most recently published unaudited consolidated half-year financial statements of the Group, together with any review reports prepared in connection therewith;
- the most recently published unaudited consolidated quarterly financial results of the Group; and
- all supplements or amendments to this Offering Circular published by the relevant Issuer from time to time,

save that any statement contained herein or in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Offering Circular to the extent that a statement contained in any such subsequent document which is deemed to be incorporated by reference herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Offering Circular.

Unless specified otherwise, any consolidated quarterly financial statements of the Group incorporated by reference in this Offering Circular are not audited or reviewed by an independent auditor. Consequently, such financial information should not be relied upon by investors as providing the same quality of information associated with information that has been subject to an audit or review. None of the Arranger, the Dealer or the Agents makes any representation or warranty, express or implied, regarding the sufficiency of such financial information for an assessment of, and potential investors must exercise caution when using such data to evaluate the Group's financial condition, results of operations and results. Such financial information should not be taken as an indication of the expected financial condition, results of operations and results of the Group for the full financial year.

Copies of all such documents which are incorporated by reference 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 Issuing and Paying Agent (as defined under "*Terms and Conditions of the Notes*") at Level 24, HSBC Main Building, 1 Queen's Road Central, Hong Kong.

The documents incorporated by reference in this Offering Circular have been or will be published on the website of HKSE. For the avoidance of doubt, the content of the websites of HKSE does not form part of this Offering Circular.



## **SERVICE OF PROCESS AND ENFORCEMENT OF CIVIL LIABILITIES**

The Bank is incorporated under the laws of the PRC. Most of their directors and officers reside outside the United States (principally in the PRC and/or the relevant Issuer's place of business). A substantial portion of the assets of the relevant Issuer(s) and the assets of such persons are or may be located outside the United States. The Bank has been advised by its PRC counsel, King & Wood Mallesons, 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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## OVERVIEW OF THE PROGRAMME

*This overview 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 this Offering Circular as a whole, including any information incorporated by reference. Words and expressions defined in “Terms and Conditions of the Notes” below or elsewhere in this Offering Circular have the same meanings in this overview.*

<b>Issuer</b>	Industrial and Commercial Bank of China Limited or such branch of the Bank (including Hong Kong Branch), as specified in the applicable Pricing Supplement.
<b>Legal Entity Identifier</b>	The Legal Entity Identifier of the Bank is 5493002ERZU2K9PZDL40.
<b>Description</b>	Global Medium Term Note Programme.
<b>Programme Size</b>	Up to U.S.\$20,000,000,000 (or the equivalent in other currencies calculated as described in the Dealer Agreement) aggregate nominal amount of Notes outstanding at any time. The Bank may increase the amount of the Programme in accordance with the terms of the Dealer Agreement.
<b>Risk Factors</b>	Investing in Notes issued under the Programme involves certain risks. The principal risk factors that may affect the abilities of the relevant Issuer in fulfilling its obligations in respect of the Notes are discussed under the section “ <i>Risk Factors</i> ” below.
<b>Arranger and Dealer</b>	Industrial and Commercial Bank of China (Asia) Limited.  The Bank may from time to time terminate the appointment of any dealer under the Programme or appoint additional dealers in respect of the Programme and the relevant Issuer may from time to time appoint additional dealers in respect of one or more Tranches. References in this Offering Circular to “ <b>Permanent Dealers</b> ” are to the person listed above as Dealer and to such additional persons that are appointed as dealers in respect of the whole Programme (and whose appointment has not been terminated) and references to “ <b>Dealers</b> ” are to all Permanent Dealers and all persons appointed as a dealer in respect of one or more Tranches.
<b>U.S. Issuing and Paying Agent, U.S. Transfer Agent and U.S. Registrar</b>	HSBC Bank USA, National Association.
<b>CMU Lodging and Paying Agent, Transfer Agent, Issuing and Paying Agent and Registrar</b>	The Hongkong and Shanghai Banking Corporation Limited.

**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), the Notes of each Series being 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**

Euroclear, Clearstream and/or the CMU for Bearer Notes, Euroclear, Clearstream, DTC and/or the CMU for Registered Notes and, in relation to any Tranche, such other clearing system as may be agreed between the relevant Issuer and the relevant Dealer.

**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*.

Each Tranche of Bearer Notes will initially be in the form of either a Temporary Global Note or a Permanent Global Note, in each case as specified in the relevant Pricing Supplement.

Each Global Note will be deposited on or around the relevant issue date with a common depositary or sub-custodian for Euroclear, Clearstream and/or as the case may be, the CMU and/or any other relevant clearing system. Each Temporary Global Note will be exchangeable for a Permanent Global Note or, if so specified in the relevant Pricing Supplement, for Definitive Notes. If the TEFRA D Rules are specified in the relevant Pricing Supplement as applicable, 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 Permanent Global Note will be exchangeable for Definitive Notes in accordance with its terms. Definitive Notes will, if interest bearing, have Coupons attached and, if appropriate, a Talon for further Coupons. Registered Notes will initially be represented by Global Note Certificates. Registered Notes sold to non-U.S. persons in an “offshore transaction” within the meaning of Regulation S will initially be represented by an Unrestricted Global Note Certificate. Registered Notes sold in the United States to QIBs within the meaning of Rule 144A will initially be represented by a Restricted Global Note Certificate. Global Note Certificates representing Registered Notes will be held in Euroclear, Clearstream, DTC or a common depositary on their behalf, or the CMU operated by the HKMA.

**Currencies**

Notes may be denominated in any currency or currencies, 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.

<b>Status of the Notes</b>	The Notes constitute senior, direct, general, unsubordinated, unsecured and unconditional obligations of the relevant Issuer which will at all times rank <i>pari passu</i> among themselves and at least <i>pari passu</i> with all other present and future unsubordinated and unsecured obligations of the relevant Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.
<b>Issue Price</b>	Notes may be issued at their nominal amount or at a discount or premium to their nominal amount. Partly Paid Notes may be issued, the issue price of which will be payable in two or more instalments.
<b>Maturities</b>	Any maturity, subject, in relation to specific currencies, to compliance with all applicable legal and/or regulatory and/or central bank requirements.
<b>Notes having a maturity of less than one year</b>	Notes having a maturity of less than one year will, if the proceeds of the issue are accepted in the United Kingdom, constitute deposits for the purposes of the prohibition on accepting deposits contained in section 19 of the FSMA unless they are issued to a limited class of professional investors and have a denomination of at least £100,000 or its equivalent, see “ <i>Subscription and Sale</i> ”.
<b>Redemption</b>	Notes may be redeemable at par or at such other Redemption Amount (detailed in a formula, index 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.
<b>Optional Redemption</b>	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) and at the price specified in the relevant Pricing Supplement.
<b>Redemption for tax reasons</b>	Except as described in “ <i>Optional Redemption</i> ” above, early redemption will only be permitted for tax reasons as described in Condition 9(b) ( <i>Redemption for tax reasons</i> ).
<b>Interest</b>	Notes may be interest bearing or non interest bearing. Interest (if any) may accrue at a fixed rate, floating rate, other variable rate or be index linked 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.
<b>Benchmark Discontinuation</b>	See Condition 6(g) ( <i>Benchmark Replacement for Notes (other than Notes where the Reference Rate is specified as being SOFR Benchmark)</i> ) and 6(h) ( <i>Benchmark Replacement (SOFR Benchmark)</i> ).
<b>Denominations</b>	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.



**Events of Default**

The Notes will contain certain events of default provisions, including a cross-default provision as further described in Condition 13 (*Events of Default*).

**Withholding Tax**

All payments of principal and interest 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 thereof having power to tax, unless the withholding or deduction is required by law. In that event, the relevant Issuer will (subject to certain customary exceptions as described in Condition 12 (*Taxation*)) 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 or deduction been required.

**Listing and admission to trading**

Application has been made to the Hong Kong Stock Exchange for the listing of the Programme by way of debt issues to Professional Investors only during the 12-month period after the date of this Offering Circular on the Hong Kong Stock Exchange.

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).

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, stock exchange or quotation system.

**Governing Law**

English law.

**Ratings**

The Programme has been assigned a rating of “A1” by Moody’s. This rating is only correct as at the date of this Offering Circular. Tranches of Notes will be rated or unrated. Where a Tranche of Notes is to be rated, such rating will be specified in the relevant Pricing Supplement and will not necessarily be the same as the ratings assigned to the Programme.

A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension and withdrawal at any time by the relevant rating agency.

**Selling Restrictions**

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

**Transfer Restrictions**

There are restrictions on the transfer of Notes sold pursuant to Regulation S prior to the expiration of the relevant distribution compliance period and on the transfer of Registered Notes sold pursuant to Rule 144A. See “*Transfer Restrictions*” below.

**Initial Delivery of Notes**

On or before the issue date for each Tranche, the Global Note representing Bearer Notes or the Global Note Certificate representing Registered Notes may be deposited with a common depository for Euroclear and Clearstream, or deposited with a sub-custodian for the CMU, or, in the case of Registered Notes only, deposited with the DTC Custodian for, and registered in the name of Cede & Co. as a nominee for, DTC, or deposited with a depository or sub-custodian for 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, as the case may be, the relevant Issuer, the Issuing and Paying Agent and the relevant Dealers.

Registered Notes that are to be credited to one or more clearing systems on issue will be held in Euroclear and Clearstream or a common depository on their behalf, DTC, or the CMU operated by the HKMA.

## SUMMARY CONSOLIDATED FINANCIAL AND OTHER INFORMATION

The summary consolidated statement of profit or loss data for the years ended 31 December 2019, 2020 and 2021 and the summary consolidated statement of financial position data as at 31 December 2019, 2020 and 2021 set forth below are extracted or derived from the consolidated financial statements of the Group as at and for the year ended 31 December 2020 and the audited consolidated financial statements of the Group as at and for the year ended 31 December 2021 incorporated by reference in this Offering Circular. Prospective investors should read the summary financial information set forth below in conjunction with the financial statements incorporated herein by reference.

### SUMMARY CONSOLIDATED STATEMENT OF PROFIT OR LOSS DATA

The following table sets forth, for the periods indicated, selected items from the Group's consolidated statement of profit or loss.

	For the year ended 31 December		
	2019	2020	2021
	(in RMB millions)		
<b>Net Interest Income</b> <sup>(1)</sup> . . . . .	632,217	646,765	690,680
<b>Net Fee and Commission Income</b> <sup>(1)</sup> . . . . .	130,573	131,215	133,024
Net trading income . . . . .	8,447	2,222	8,955
Net gains/(loss) on financial investments . . . . .	(3,682)	11,829	16,440
Other operating income, net <sup>(1)</sup> . . . . .	8,447	8,044	11,781
<b>Operating Income</b> . . . . .	776,002	800,075	860,880
Operating expenses . . . . .	(207,776)	(206,585)	(236,227)
Impairment losses on assets – Loans and advances to customers . . . . .	(162,108)	(171,830)	(168,267)
Impairment losses on assets – Others . . . . .	(16,849)	(30,838)	(34,356)
<b>Operating Profit</b> . . . . .	389,269	390,822	422,030
Share of results of associates and joint ventures . . . . .	2,520	1,304	2,869
<b>Profit before taxation</b> . . . . .	391,789	392,126	424,899
Income tax expense . . . . .	(78,428)	(74,441)	(74,683)
<b>Profit for the year</b> . . . . .	<u>313,361</u>	<u>317,685</u>	<u>350,216</u>
Attributable to equity holders of the parent company . . . . .	312,224	315,906	348,338
Attributable to non-controlling interests . . . . .	1,137	1,779	1,878

Note:

- (1) According to the Notice on Strictly Implementing the Accounting Standards for Business Enterprises and Effectively Strengthening the 2020 Annual Report of Enterprises (《關於嚴格執行企業會計準則,切實加強企業2020年年報工作的通知》) promulgated by the Ministry of Finance of the People's Republic of China ("MOF"), State-owned Assets Supervision and Administration Commission ("SASAC") CBIRC and CSRC, credit card instalment fee income and related expenses are reclassified from fee and commission income and expense to interest income and other net operating income. The data for the comparative year of 2019 has been adjusted accordingly and the relevant financial indicators have also been restated.

## SUMMARY CONSOLIDATED STATEMENT OF FINANCIAL POSITION DATA

The following table sets forth, as at the dates indicated, selected items from the Group's consolidated statement of financial position.

	As at 31 December		
	2019	2020	2021
	(in RMB millions)		
<b>Assets</b>			
Cash and balances with central banks . . . . .	3,317,916	3,537,795	3,098,438
Due from banks and other financial institutions . . . . .	1,042,368	1,081,897	827,150
Derivative financial assets . . . . .	68,311	134,155	76,140
Reverse repurchase agreements . . . . .	845,186	739,288	663,496
Loans and advances to customers . . . . .	16,326,552	18,136,328	20,109,200
Financial investments . . . . .	7,647,117	8,591,139	9,257,760
Investments in associates and joint ventures . . . . .	32,490	41,206	61,782
Property and equipment . . . . .	286,561	286,279	290,296
Deferred tax assets . . . . .	62,536	67,713	79,259
Other assets . . . . .	480,399	729,258	707,862
<b>Total assets</b> . . . . .	<u>30,109,436</u>	<u>33,345,058</u>	<u>35,171,383</u>
<b>Liabilities</b>			
Due to central banks . . . . .	1,017	54,974	39,723
Financial liabilities designated as at fair value through profit or loss . . . . .	102,242	87,938	87,180
Derivative financial liabilities . . . . .	85,180	140,973	71,337
Due to banks and other financial institutions . . . . .	2,266,573	2,784,259	2,921,029
Repurchase agreements . . . . .	263,273	293,434	365,943
Certificates of deposit . . . . .	355,428	335,676	290,342
Due to customers . . . . .	22,977,655	25,134,726	26,441,774
Income tax payable . . . . .	96,192	89,785	92,443
Deferred tax liabilities . . . . .	1,873	2,881	5,624
Debt securities issued . . . . .	742,875	798,127	791,375
Other liabilities . . . . .	525,125	712,770	789,355
<b>Total liabilities</b> . . . . .	<u>27,417,433</u>	<u>30,435,543</u>	<u>31,896,125</u>
<b>Total equity</b> . . . . .	<u>2,692,003</u>	<u>2,909,515</u>	<u>3,275,258</u>
<b>Total equity and liabilities</b> . . . . .	<u>30,109,436</u>	<u>33,345,058</u>	<u>35,171,383</u>

## SUMMARY OF KEY FINANCIAL AND OPERATING INDICATORS

The following tables set forth a summary of the Group's key financial and operating indicators for the periods or as at the dates indicated.

	For the year ended 31 December		
	2019	2020	2021
<b>Profitability indicators (%)</b>			
Return on average total assets <sup>(1)</sup>	1.08	1.00	1.02
Return on weighted average equity <sup>(2)</sup>	13.05	11.95	12.15
Net interest spread <sup>(3)(4)</sup>	2.12	1.97	1.92
Net interest margin <sup>(4)(5)</sup>	2.30	2.15	2.11
Return on risk-weighted assets <sup>(6)</sup>	1.75	1.64	1.68
Ratio of net fee and commission income to operating income	16.83	16.40	15.45
Cost-to-income ratio <sup>(7)</sup>	25.79	24.76	26.36
<b>As at 31 December</b>			
	2019	2020	2021
<b>Asset quality indicators (%)</b>			
NPL ratio <sup>(8)</sup>	1.43	1.58	1.42
Allowance to NPLs <sup>(9)</sup>	199.32	180.68	205.84
Allowance to total loans ratio <sup>(10)</sup>	2.86	2.85	2.92
<b>Capital adequacy indicators (%)</b>			
Core Tier 1 Capital Adequacy Ratio <sup>(11)</sup>	13.20	13.18	13.31
Tier 1 Capital Adequacy Ratio <sup>(11)</sup>	14.27	14.28	14.94
Capital Adequacy Ratio <sup>(11)</sup>	16.77	16.88	18.02
Leverage Ratio <sup>(12)</sup>	8.31	8.14	8.69
Total equity to total assets ratio	8.94	8.73	9.31
Risk-weighted assets to total assets ratio	61.83	60.35	61.67
<b>Liquidity ratios (%)</b>			
RMB current assets to RMB current liabilities <sup>(13)</sup>	43.0	43.2	41.5
Foreign currency current assets to foreign currency current liabilities <sup>(13)</sup>	85.9	91.4	88.9

### Notes:

- (1) Calculated by dividing net profit by the average balance of total assets at the beginning and at the end of the reporting period.
- (2) Calculated in accordance with the Rules for the Compilation and Submission of Information Disclosure by Companies that Offer Securities to the Public No. 9 – Calculation and Disclosure of Return on Net Assets and Earnings per Share (Revision 2010) issued by the CSRC.
- (3) Calculated by the spread between yield on average balance of interest-generating assets and cost on the average balance of interest-bearing liabilities.
- (4) According to the Notice on Strictly Implementing the Accounting Standards for Business Enterprises and Effectively Strengthening the 2020 Annual Report of Enterprises (《關於嚴格執行企業會計準則,切實加強企業2020年年報工作的通知》) promulgated by MOF, SASAC, CBIRC and CSRC, credit card instalment fee income and related expenses are reclassified from fee and commission income and expense to interest income and other net operating income. The data for the comparative year of 2019 has been adjusted accordingly and the relevant financial indicators have also been restated.
- (5) Calculated by dividing net interest income by the average balance of interest-generating assets.
- (6) Calculated by dividing net profit by the average balance of risk-weighted assets at the beginning and at the end of the reporting period.
- (7) Calculated by dividing operating expenses (less taxes and surcharges) by operating income.
- (8) Calculated by dividing the balance of NPLs by total balance of loans and advances to customers.
- (9) Calculated by dividing allowance for impairment losses on loans by total balance of NPLs.



- (10) Calculated by dividing allowance for impairment losses on loans by total balance of loans and advances to customers.
- (11) Calculated in accordance with the Capital Regulation.
- (12) Calculated in accordance with the Administrative Measures for Leverage Ratio of Commercial Banks (Revised) (CBRC No. 1, 2015).
- (13) Calculated in accordance with the related regulatory requirements, definitions and accounting standards applicable to the relevant period and based on the financial information prepared in accordance with the Generally Accepted Accounting Principles in the PRC (the “**PRC GAAP**”). The comparative figures are not adjusted or restated.

## EXCHANGE RATE INFORMATION

The People’s Bank of China (the “PBOC”) sets and publishes a base exchange rate on a daily basis with reference primarily to the supply and demand of Renminbi against a basket of U.S. dollar currencies in the market during the prior day. The PBOC also takes into account other factors, such as the general conditions existing in the international foreign exchange markets. From 1994 to 20 July 2005, the conversion of Renminbi into foreign currencies, including Hong Kong dollars and U.S. dollars, was based on rates set by the PBOC, which are set daily based on the previous business day’s interbank foreign exchange market rates and current exchange rates on the international financial markets. Although PRC governmental policies were introduced in 1996 to reduce restrictions on the convertibility of Renminbi into foreign currency for current account items, conversion of Renminbi into foreign currency for capital items, such as foreign direct investment, loans or securities investment, requires the approval of the State Administration of Foreign Exchange (“SAFE”) and other relevant authorities.

On 21 July 2005, the PRC Government introduced a managed floating exchange rate system to allow the value of the Renminbi to fluctuate within a regulated band based on market supply and demand and by reference to a basket of currencies. On the same day, the value of the Renminbi appreciated by approximately 2 per cent. against the U.S. dollar. The PRC Government has since made and in the future may make further adjustments to the exchange rate system. The PBOC authorised the China Foreign Exchange Trading Centre, effective since 4 January 2006, to announce the central parity exchange rate of Renminbi against certain foreign currencies at 9:15 a.m. each business day. This rate is set as the central parity exchange rate for the trading in the inter-bank foreign exchange spot market and the trading over the counter for the business day. On 19 June 2010, the PBOC announced that the PRC Government would further reform the Renminbi exchange rate regime to increase the flexibility of the exchange rate. On 16 April 2012, the PBOC further enlarged the floating band for the trading prices in the inter-bank spot exchange market of Renminbi against the U.S. dollar to 1 per cent. around the central parity rate. Effective from 17 March 2014, such floating band was further enlarged to 2 per cent. The PRC Government may make further adjustments to the exchange rate system in the future.

The following table sets forth information concerning exchange rates between the Renminbi and U.S. dollar for the periods indicated. These rates are provided solely for your convenience and are not necessarily the exchange rates that we used in this Offering Circular or will use in the preparation of our periodic reports or any other information to be provided to you. Exchange rates of Renminbi into U.S. dollars are based on the noon buying rate in The City of New York for cable transfers of Renminbi as certified for customs purposes by the Federal Reserve Bank of New York.

	Noon Buying Rate			
	Period end	Average <sup>(1)</sup>	High	Low
	(RMB per U.S.\$1.00)			
2014 .....	6.2046	6.1704	6.2591	6.0402
2015 .....	6.4778	6.2869	6.4896	6.1870
2016 .....	6.9430	6.6549	6.9580	6.4480
2017 .....	6.5063	6.7350	6.8900	6.5063
2018 .....	6.8755	6.6292	6.9737	6.2649
2019 .....	6.9618	6.9081	7.1786	6.6822
2020 .....	6.5250	6.8878	7.1681	6.5208
2021 .....	6.3726	6.4508	6.5716	6.3435
2022				
January .....	6.3610	6.3556	6.3822	6.3206
February .....	6.3084	6.3436	6.3660	6.3084
March .....	6.3393	6.3446	6.3720	6.3116
April .....	6.6085	6.4392	6.6266	6.3598
May (1 to 20 May) .....	6.6930	6.7307	6.7892	6.6558

*Note:*

- (1) Annual averages are calculated by using the average of the exchange rates on the last business day of each month during the relevant year. Monthly averages or the average for a period are calculated by using the average of the daily rates during the relevant month or period.

## RISK FACTORS

*Prior to making any investment decision, prospective investors should consider carefully all of the information in this Offering Circular, including but not limited to the risks and uncertainties described below. The Bank believes that the factors described below represent the principal risks inherent in investing in the Notes, but the inability of the relevant Issuer to repay principal, pay interest or other amounts or fulfil other obligations on or in connection with the Notes may occur for other reasons and the Bank does not represent that the statements below regarding the risks of holding the Notes are exhaustive. The following factors are contingencies which may or may not occur and the Bank is not in a position to express a view on the likelihood of any such contingency occurring. Any of the risks or uncertainties described below, as well as additional risks or uncertainties, including those which are not currently known to the Bank or which the Bank currently deems to be immaterial, may affect the Group's business, financial condition or results of operations or the relevant Issuer's ability to fulfil its obligations under the Notes.*

### RISKS RELATING TO OUR BUSINESS

#### Risks Relating to Our Loans, Deposits and Investments

***Our business is inherently subject to market fluctuations and general economic conditions, particularly in the PRC.***

Our business is inherently subject to global capital market fluctuations and general economic conditions. Global market factors, including economic growth rates, inflation, deflation, interest rates, credit spreads, equity prices, real estate markets, energy prices, foreign currency exchange rates, consumer spending, business investment, government spending and the volatility and strength of the capital markets all affect the business and economic environment and, ultimately, the amount and profitability of our business. In particular, uncertain economic conditions, volatility and disruptions in global capital markets, such as those that occurred during the 2008 global financial crisis and the ongoing COVID-19 pandemic, can have a material adverse effect on the Group.

The economic recovery since the 2008 global financial crisis has been slow, with economic growth rates in major economies such as Europe, the United States, Japan and the PRC generally remaining persistently lower than pre-crisis levels. Moreover, there are on-going concerns about European sovereign debt levels and the consequences for economic growth and investor confidence in the Eurozone, the prolonged period of uncertainty around the exit of the United Kingdom from the European Union (“**Brexit**”), the China and United States trade wars, the political gridlock in the United States over government spending and debt levels, the consequences for economic growth and investor confidence in the United States and the conflict between Russia and Ukraine and the sanctions imposed by governments in response. On 31 January 2020, the United Kingdom officially exited the European Union following a UK-EU Withdrawal Agreement signed in October 2019. The United Kingdom and the European Union had a transition period until 31 December 2020 to negotiate, among others, trade agreements in details. Given the lack of precedent and uncertainty of the negotiation, the effect of Brexit remains uncertain, and Brexit has and may continue to create negative economic impact and increase volatility in the global market. The accelerated shift in monetary policy of major economies and the upward shift in interest rate centres will pose challenges to the banking sector in terms of liquidity management, asset allocation and optimisation of the debt structure.

On 12 March 2020, the World Health Organisation declared COVID-19 as a global pandemic. The COVID-19 pandemic has resulted in many countries, including China, Japan, the United States, members of the European Union and the United Kingdom, declaring a state of emergency and imposing extensive business and travel restrictions with a view to containing the pandemic. Widespread reductions in consumption, industrial production and business activities arising from the COVID-19 pandemic will significantly disrupt the global economy and global markets and is likely to result in a global economic recession. In 2022, the PRC Government imposed a number of measures in an effort to contain another wave of COVID-19 in major cities like Shanghai, including mandatory business closures, travel restrictions, quarantines, lockdowns, limitations on public gatherings and the suspension of major events. These containment measures continued to cause disruptions across the PRC. In addition, COVID-19 has led to significant volatility in the global markets across all asset classes, including stocks, bonds, oil and other commodities and this volatility may persist for some time. As the COVID-19 pandemic continues

to adversely affect business activities globally, governments and central banks across the world have introduced or are planning fiscal and monetary stimulus measures including direct subsidies, tax cuts, interest rates cuts, quantitative easing programmes and suspension or relaxation of prudential bank capital requirements. These measures aim to contain the economic impact of the COVID-19 pandemic, stabilise the capital markets and provide liquidity easing to the markets. In addition, the PRC regulators have promulgated a series of measures to encourage PRC financial institutions to increase financial support to business and consumers to combat the challenges arising from the COVID-19 outbreak.

Furthermore, other uncertainties in the global economy and the PRC economy may also adversely affect our business, financial condition and results of operations in many ways, including, among others:

- during a period of economic slowdown, there is a greater likelihood that more of our customers or counterparties could become delinquent in respect of their loan repayments or other obligations to us, which, in turn, could result in a higher level of non-performing loans (“NPLs”), allowances for impairment losses and write-offs;
- the increased regulation and supervision by the financial services industry in response to the financial crisis in certain jurisdictions where we operate may restrict our business flexibility and increase our compliance costs;
- the value of our investments in the equity and debt securities issued by overseas governments and financial institutions may significantly decline;
- our ability to raise additional capital on favourable terms, or at all, could be adversely affected; and
- trade and capital flows 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 our business prospects.

Any potential market and economic downturns, economic slowdown or geopolitical uncertainties in the PRC, its neighbouring countries or regions or the rest of the world may exacerbate the risks relating to the PRC capital markets. In addition, global economic uncertainty and the slowdown in PRC economic growth have precipitated, and may continue to raise the possibility of, fiscal, monetary, regulatory and other governmental actions. We cannot predict whether or when such actions may occur, nor can we predict what ultimate impact, if any, such actions or any other governmental actions could have on our business, results of operations and financial condition. There can be no assurance that the PRC’s economy or the global economy will continue to improve or maintain sustainable growth. If further economic downturn occurs or continues, our business, financial condition and results of operations could be materially and adversely affected.

***We may not be able to maintain effectively the quality of our loan portfolio.***

During the three years ended 31 December 2019, 2020 and 2021, we experienced continued growth in our loan balances. Our total loans and advances to customers increased from RMB16,761.3 billion as at 31 December 2019 to RMB18,624.3 billion as at 31 December 2020 and further increased to RMB20,667.2 billion as at 31 December 2021. As at 31 December 2019, 2020 and 2021, our NPLs amounted to RMB240.2 billion, RMB294.0 billion and RMB293.4 billion, respectively, representing NPL ratios of 1.43 per cent., 1.58 per cent. and 1.42 per cent., respectively.

We cannot assure you that the quality of our existing or future loans to customers will not deteriorate. Deterioration in the overall quality of our loan portfolio or other assets may occur due to a variety of reasons, including factors beyond our control such as a slowdown in the growth of the PRC or global economies, a recurrence of the global credit crisis, other adverse macroeconomic trends in the PRC and other parts of the world and the occurrence of natural disasters, which may adversely affect the businesses, operations or liquidity of our borrowers or their ability to repay their debt. Any significant deterioration in our asset quality may lead to increases in our NPLs and allowances made for NPLs, which may have a material adverse effect on our business, financial condition and results of operations.

*We may suffer actual losses on our loan portfolio that exceed our allowances for impairment losses.*

We are required to maintain a minimum level of allowances for impairment losses on loans as compared to our total NPLs (known as a “**Bad Loans Coverage Ratio**”). The Administrative Measures for the Loan Loss Reserves of Commercial Banks issued by the CBRC on 27 July 2011 (the “**Administrative Measures**”) set forth a minimum standard for basic Bad Loans Coverage Ratio of 150 per cent. which applied with effect from 1 January 2012. The Administrative Measures also provided that such ratio may be adjusted by the CBIRC in response to the prevailing macroeconomic environment or individually adjusted and applied to a relevant bank depending on such bank’s operating conditions. Accordingly, the actual Bad Loans Coverage Ratio applicable to the Bank from time to time may be different from the ratio published under the Administrative Measures. The CBIRC issued the Notice on Adjusting the Regulatory Requirements for the Loan Loss Reserves of Commercial Banks (關於調整商業銀行貸款損失準備監管要求的通知) in 2018, which adjusted the minimum standard for basic Bad Loans Coverage Ratio from 150 per cent. to a range from 120 per cent. to 150 per cent.

As at 31 December 2019, 2020 and 2021, our allowance to NPLs was 199.32 per cent., 180.68 per cent. and 205.84 per cent., respectively. Whilst the Bank’s current level of allowance to NPLs is above the regulatory requirement applicable to the Bank, there have been instances in the past (for instance, our allowance to NPLs as at 31 December 2016 was 136.69 per cent.) where our allowance to NPLs fell below the then prevailing minimum requirement, as prescribed under the Administrative Measures.

In accordance with the Administrative Measures, a warning can be issued by the CBIRC to a relevant bank if such Bad Loans Coverage Ratio is below the applicable level for three consecutive months, requesting for such bank’s rectification; if this persists for at least six consecutive months, the CBIRC may impose on the relevant bank administrative and regulatory measures as provided under the Banking Industry Supervision and Administration Law of the PRC. Although as at the date of this Offering Circular, we have not received any official warning from the CBIRC or any other relevant authority in the PRC in relation to the historical level of our Bad Loans Coverage Ratio, there is no assurance that our Bad Loans Coverage Ratio will not fall below the then applicable minimum standard for basic Bad Loans Coverage Ratio applicable to the Bank from time to time or that we will not receive any notification or warning from the CBIRC in the future.

The amount of our allowances for impairment losses on loans is determined based on our assessment of factors that may affect the quality of our loans. These factors include, among others, our borrowers’ financial conditions, their repayment ability and repayment intention, the current realisable value of any collateral, the ability of the guarantors of our borrowers to fulfil their obligations, the performance of the PRC’s economy, the PRC Government’s macroeconomic policies, interest rates, exchange rates and the legal and regulatory environment. Most of these factors are beyond our control. The adequacy of our allowances for impairment losses depends on the reliability of, and our skills in applying, our assessment system to estimate these losses, as well as our ability to accurately collect, process and analyse relevant statistical data.

If our assessment of or expectations concerning the impact of these factors on the quality of our loans is different from actual developments or our loan quality deteriorates more than expected, then the allowances for impairment losses on loans provided by us may not be sufficient to cover actual losses. Consequently, we may need to make additional provisions for impairment losses in the future, which could lead to a decrease in our profit and materially and adversely affect our business, financial condition and results of operations.

*We have a concentration of loans to certain industries and customers, including loans to small and micro enterprises and medium-sized enterprises.*

As at 31 December 2019, 2020 and 2021, our corporate loans represented 59.4 per cent., 59.6 per cent. and 59.0 per cent. of our total loans, respectively. As at 31 December 2021, our domestic branches’ corporate loans to the (i) transportation, storage and postal services, (ii) manufacturing, (iii) leasing and commercial services, (iv) water, environment and public utility management, (v) production and supply of electricity, heat, gas and water, (vi) real estate and (vii) wholesale and retail represented approximately 25.8 per cent., 15.1 per cent., 15.2 per cent., 12.5 per cent., 9.7 per cent., 6.5 per cent. and 4.2 per cent., respectively, of our total domestic branches’ corporate loans.

We are also exposed to the real estate sector through our residential mortgage loans and corporate loans in the real estate sector. As at 31 December 2021, our residential mortgages grew by RMB634,370 million or 11.1 per cent. as compared to 31 December 2020. The PRC Government has in recent years imposed macroeconomic control measures that are aimed at preventing the real estate market from over-heating, such as setting minimum down payment requirements and minimum mortgage rates on residential housing purchases, imposing value-added taxes on the transfer of certain residential properties and levying mandatory personal income tax for second home sales. Such measures may adversely affect the growth of our loans related to real estate. Recently, the PRC Government has loosened lending policies regarding the real estate market, although such policies are subject to change. In addition, a downturn in the PRC's real estate market may materially and adversely affect the quality of our existing loans and our ability to generate new loans, which in turn could have a material adverse effect on our business, financial condition and results of operations.

Moreover, we grant loans to small and micro enterprises and medium-sized enterprises and had scaled up small and micro loans in 2021. The business operations of small and micro enterprises and medium-sized enterprises may be less stable than large enterprises and more vulnerable to adverse changes in the economic environment. Small and micro enterprises and medium-sized enterprises may also be more likely to suffer from inadequate or ineffective internal control or risk management systems. These factors may increase the credit risk of loans to small and micro enterprises and medium-sized enterprises. In particular, the PRC regulators have encouraged financial institutions to increase lending to small and medium-sized enterprises by lowering loan rates and increasing the amounts these enterprises could borrow. However, small and medium-sized enterprises are more vulnerable to fluctuations in the macro-economy and the adverse impact brought by major economic crisis or regulatory changes. In addition, these enterprises may not be able to provide reliable information necessary for us to assess the credit risks involved. In the absence of accurate assessment of the relevant credit risks, our non-performing loans may be significantly increased if our small and medium-sized enterprise clients are affected by major economic crisis or regulatory changes. As a result, this may have an impact on our overall risk profile and quality of the loan portfolio, which could in turn materially and adversely affect our business, results of operations and financial condition. These measures aim to contain the economic impact of the COVID-19 pandemic, stabilise the global markets and provide liquidity easing to the markets. However, there is no assurance that such measures may be introduced in time or will be sufficient or effective in delivering their policy objectives. As a result, the global economy is facing significant uncertainties and the global financial markets are experiencing significant volatility which may adversely affect us, our business and financial condition and prospects.

As at 31 December 2019, 2020 and 2021, the total amount of loans granted to our single largest customer accounted for 3.1 per cent., 3.5 per cent. and 3.6 per cent., respectively, of our net capital, while the total amount of loans granted to our top ten largest customers accounted for 12.6 per cent., 14.8 per cent. and 14.2 per cent., respectively, of our net capital.

Any deterioration in any of the industries in which our loans are concentrated due to an adverse macroeconomic environment, government policies, overcapacity of such industries or otherwise, or any deterioration in the financial condition or results of operations of our major borrowers could materially and adversely affect the quality of our existing loans and our ability to generate new loans, which in turn could have a material adverse effect on our business, financial condition and results of operations.

***We are subject to risks caused by any deterioration in the debt repayment abilities of local government financing vehicles to which we extend loans or any change in national policy relating to local government financing vehicles.***

Loans extended to government financing vehicles in the PRC constitute part of our loan portfolio. According to the Circular of the State Council on Relevant Issues Concerning Strengthening the Management of Local Government Financing Vehicles (國務院關於加強地方政府融資平台公司管理有關問題的通知), local government financing vehicles (“LGFVs”) refer to economic entities that are established by local governments and the departments and institutions thereof through financial appropriation or injection of land or equity or other assets, which undertake financing functions of government investment projects, and enjoy independent legal person status. Except otherwise provided by laws and the State Council, local governments at all levels and the departments and institutions thereunder and the public institutions that mainly depend on financial appropriation for budget subsidy may not provide guarantee for LGFVs with financial income or the state-owned assets of administrative institutions and other institutions or in other direct or indirect forms.



Our loans to LGFVs are mainly made to the investment and financing vehicles of various development zones, state-owned asset management companies and urban construction investment companies. Most of these loans were made to financing vehicles at a provincial and municipal level. In recent years, with the aim of reinforcing the risk management of loans to LGFVs, the PRC State Council (the “**State Council**”), the CBIRC and the PBOC, along with several other PRC regulatory authorities, have promulgated a series of notices, guidelines and other regulatory documents to direct PRC banks and other financial institutions to optimise and strengthen their risk management measures regarding their loans to LGFVs.

Certain factors, such as unfavourable developments in macroeconomic conditions, changes to state policies, deterioration of the financial condition of particular local governments or other factors, may adversely affect the debt repayments of these LGFVs, which may in turn materially and adversely affect our asset quality, financial condition and results of operations.

***We may not be able to maintain the growth of our loan portfolio.***

Our loans and advances to customers before provision have grown significantly in the past few years, having increased from RMB16,761.3 billion as at 31 December 2019 to RMB18,624.3 billion as at 31 December 2020 and further increased to RMB20,667.2 billion as at 31 December 2021. The growth of our loan portfolio may be affected by various factors, such as the PRC’s macroeconomic policies and capital constraints. In the future, the growth rate of our loan portfolio may slow down, or the balance of our loan portfolio may even decline. In addition, in response to constraints on our regulatory capital, we may adopt strategies to reduce our reliance on our loan portfolio and expand our activities in other businesses that require relatively lower capital. Any of the foregoing factors could impact the growth of our loan portfolio and thereby materially and adversely affect our business, financial condition and results of operations.

***We may not be able to maintain the growth rate of our retail banking business.***

As a leading commercial bank in the PRC, we may not be able to maintain our competitive position or sustain our growth rate due to the increasing market saturation and competition, changes in government regulations in the banking industry in the PRC and other factors, any of which may adversely affect our business, financial condition and results of operations.

For example, on 26 February 2013, the State Council promulgated the Notice of the General Office of the State Council on Continuing Regulation and Control of Real Estate Market (國務院辦公廳關於繼續做好房地產市場調控工作的通知), which requires banking institutions to implement differentiated housing credit policies, further implement the policy of down payment ratio and mortgage rate for first-time house buyers and tighten the credit policies for buyers of second or additional homes, and imposes a personal income tax on the profit generated from sale of residential property. Such measures may slow down the development of the residential real estate market in the PRC, hinder an increase in residential mortgages and reduce the average amount of residential mortgages, and thus have a material adverse impact on our retail banking business. Since 2017, the PRC Government has been favouring the position that householding shall be for residential purposes instead of speculative investment. It has accordingly regulated the real estate markets based on different development stages of different cities and took the responsibilities as regulating local authorities. As a result, the residential property market in the PRC has slowed down significantly and the housing mortgage business developed in a stable manner with a decreasing trend.

The rapid expansion of our retail banking business also increases our exposure to changes in economic conditions affecting PRC consumers. For example, a slowdown in the PRC’s economic development could adversely affect the ability of retail borrowers and credit card holders to make payments, thereby increasing the probability of defaults and reducing the demand for retail loans and credit cards. Such a slowdown may also reduce the demand for our non-interest-based products and services, which could result in a reduction in, among others, our credit card transaction volumes and sales of investment products. Accordingly, economic difficulties in the PRC that have a material adverse effect on PRC consumers could materially and adversely affect our business, financial condition and results of operations.



***Our loan classification and provisioning policies may be different in certain respects from those applicable to banks in certain other countries or regions.***

We classify our loans using a five-tier classification system in accordance with the guidelines set forth by the PRC regulators. The five tiers are “pass”, “special mention”, “substandard”, “doubtful” and “loss”. Our loan classification system may be different in certain respects from those of banks incorporated in certain other countries or regions. As a result, our loan classifications may reflect a different degree of risk from those that would be reported by banks incorporated in those other countries or regions. Since we adopted IFRS 9 on 1 January 2018, we assess our impairment losses on loans and determine a level of allowances for impairment losses based on expected credit loss methodology under IFRS 9 for loans measured at amortised cost and at fair value through other comprehensive income. Our 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 IFRS 9. As a result, our allowance for impairment losses, as determined under the provisioning policies, may differ from those that would be reported by banks incorporated in those other countries or regions. If our approach to provisioning policies and/or loan classification proves not to be adequate, our business, financial position, results of operations and reputation may be adversely affected.

***Investors should be cautious and not place undue reliance on quarterly consolidated financial information of the Group incorporated by reference that is not audited or reviewed.***

As a company listed on both the Hong Kong Stock Exchange and the Shanghai Stock Exchange, the Bank publishes quarterly consolidated financial information of the Group to satisfy its continuing disclosure obligations. Unless specified otherwise, any consolidated quarterly financial statements of the Group incorporated by reference in this Offering Circular and are not audited or reviewed by an independent auditor. Consequently, such financial information should not be relied upon by investors as providing the same quality of information associated with information that has been subject to an audit or review. None of the Arranger, the Dealers or the Agents makes any representation or warranty, express or implied, regarding the sufficiency of such financial information for an assessment of, and potential investors must exercise caution when using such data to evaluate the Group’s financial condition, results of operations and results. Such financial information should not be taken as an indication of the expected financial condition, results of operations and results of the Group for the full financial year.

***The collateral or guarantees securing our loans may not be sufficient, or we may be unable to realise the full value of the collateral or guarantees in a timely manner or at all.***

A significant portion of our loans is secured by collateral or guarantees. As at 31 December 2021, 46.0 per cent. and 8.3 per cent. of our total loans were secured by mortgages and pledges, respectively, and 11.9 per cent. of our total loans were secured by guarantees. The remainder of our loans as at 31 December 2021 were unsecured loans.

The pledged collateral securing our loans includes, among others, bond and equity securities. The mortgages securing our loans primarily comprise real properties and other assets. The value of the collateral securing our loans may significantly fluctuate or decline due to factors beyond our control, including macroeconomic factors affecting the economy of the PRC. For example, a downturn in the PRC’s real estate market may result in a decline in the value of the real properties securing our loans to levels significantly below the outstanding principal and interest balances of such loans. Any decline in the value of such collateral may reduce the amounts we can recover from such collateral and increase our impairment losses. We may not have updated valuations of such collateral, which may adversely affect the accuracy of our assessment of our loans secured by such collateral.

Some of the guarantees securing our loans are provided by the borrowers’ affiliates or third parties. Some of such loans and advances are not backed by collateral other than guarantees. A significant deterioration in the financial condition of a guarantor could significantly decrease the amounts we may recover under such guarantees. Moreover, we are subject to the risk that a court or other judicial or government authority may declare a guarantee to be invalid or otherwise decline or fail to enforce such guarantees. We are therefore exposed to the risk that we may not be able to recover all or any part of the amounts guaranteed in respect of our loans.

In the PRC, the procedures for liquidating or otherwise realising the value of non-cash collateral may be protracted, and it may be difficult to enforce claims in respect of such collateral. As a result, it may be difficult and time-consuming for us to take control of or liquidate the collateral securing NPLs. If the value of our collateral decreases to a level that is insufficient to cover the outstanding amounts of loans, or if we are unable to realise the full value of the collateral and guarantees securing our loans on a timely basis, it may materially and adversely affect our asset quality, financial condition and results of operations.

### **Other Risks Relating to Our Business**

#### *We are subject to interest rate risk.*

Similar to many other PRC commercial banks, our net interest income contributes significantly to our operating revenue. For the years ended 31 December 2019, 2020 and 2021, our net interest income accounted for 81 per cent., 81 per cent. and 80 per cent. of our operating income, respectively. Our net interest income and net interest margin vary with the changes in the interest term structure of our asset and liability business. When the interest rate fluctuates, due to the different timings for re-pricing of different financial instruments, the timing for debt interest rate re-pricing is earlier than that of the asset interest rate when interest rate increases and vice versa. As a result, our net interest rate may decrease or the interest margin may be narrowed. When the pricing benchmark interest rates are different, the inconsistent changes in the benchmark interest rates, the holding of option derivatives or financial instruments with options and the changes in credit spread due to the changes in market's assessment of the credit quality of financial instruments could all give rise to the above-mentioned risks.

With the development in the financial market reforms and the marketisation of interest rates, the fluctuations in the deposit and loan business increases and the impact of the interest rate risks on our overall operation increases. In terms of deposit business, the PBOC removed the restriction imposed on the higher limit for the floating interest rate on 24 October 2015. The pressure on controlling costs of liability business increased due to the competition in the PRC banking industry. In terms of loan business, on 17 August 2019, the PBOC issued a bulletin on reforming and improving the loan prime rate (“LPR”) calculation mechanism and further promoted pricing benchmark conversion of existing loans since 2020. LPR pricing changes more frequently and does not match the changes in benchmark deposit rate, therefore the impact of the gap risk and benchmark risk on operations increases. In addition, customer behaviours under different interest rate cycles such as prepayment of loan or early withdrawal of deposits will increase the uncertainty in the cashflow of our assets and liabilities which will change the level of interest income of interest-bearing assets and the cost of interest-bearing liabilities which will give rise to changes in net interest income and net interest margin. For instance, if the LPR pricing decreases, the profits derived from loan business will decrease which will cause customers to prepay their existing loans and reapply for new loans and the level of interest income of asset business will be affected. If the benchmark deposit rate does not decrease accordingly, the cost of liability business will keep increasing which will squeeze the net interest margin. In this case, in order to alleviate the impact of interest risks, mismatch of interest rates on the assets and liabilities needs to be reallocated and the pricing mechanisms need to be optimised. There is however no assurance that such mechanism would be effective to eliminate all or any of the interest risks.

We are also engaged in trading and investment activities involving some financial instruments in the domestic market, which mainly involves primary financial instruments in the currency market and bond market and the scale of our trading and investment in derivatives is small. Since the interest rates in the currency market and bond market are mainly depend on the supply and demand in the market and expectations, the interest rates fluctuate greatly. The interest income of financial instruments and changes in their value are uncertain. Negative movements in interest rates will cause loss in the interest margin or decrease in value of fixed income products and will have negative impact on financial condition and economic value of equity. When holding financial instruments measures at fair value, if the market interest goes up, the value in financial instruments will go down which will cause their equity value or spread to go down.

***We may not manage risks associated with the replacement of benchmark indices effectively.***

The Financial Stability Board has observed that the decline in interbank short-term unsecured funding poses structural risks for interest rate benchmarks that reference these markets. In response, regulators and central banks in various jurisdictions have convened national working groups (“NWGs”) to identify alternative replacement ‘risk-free’ rates (“RFRs”) for these interbank offered rates (“IBORs”) and, where appropriate, to make recommendations that would facilitate an orderly transition to these RFRs.

Following the FCA Announcement on 27 July 2017 where the United Kingdom Financial Conduct Authority announced that it will no longer persuade or compel banks to submit rates for the calculation of the London interbank offered rate (“LIBOR”) benchmark after 2021, the NWGs for the impacted currencies were tasked with providing guidance and support to financial and non-financial firms to help them facilitate an orderly transition of the relevant LIBORs to their chosen RFRs.

The expected discontinuation of certain key IBORs such as LIBOR, the adoption of RFRs by the market, and the development of RFR products by us, introduce a number of risks for us, our clients, and the financial services industry more widely. These include, but are not limited to:

- regulatory compliance, legal and conduct risk, arising from both the continued sale of products referencing IBORs, sales of products referencing RFRs and the transition of legacy contracts to alternative rates. There is a risk that we are unable to meet regulatory milestones associated with the discontinuance of sale of certain IBOR products, which may result in regulatory investigations or reviews being conducted into our preparation and readiness for the replacement of IBORs with alternative reference rates. Additionally, if our sales processes are not appropriately adapted to account for the additional complexity of new products, or new RFR market conventions, additional conduct risks and regulatory actions may result and there may be a heightened risk of disputes;
- legal risks associated with the enforceability of fall-back provisions in IBOR contracts. There is a risk that some contracts will not be transitioned before the relevant IBOR is discontinued and the parties will need to rely on the “fall-back” provisions of those contracts. As these fall-back provisions do not always contemplate the permanent cessation of the relevant IBOR, there is a risk that the provisions may not work from a contractual, practical or financial perspective, potentially resulting in unintended outcomes for clients. This may lead to complaints, litigation and/or regulatory action. While legislative solutions have been proposed in the UK, U.S. and EU, market participants will need to consider the impact of any proposals ultimately adopted; and
- financial risks resulting from the discontinuation of IBORs and the development of RFR market liquidity will affect us throughout transition. The differences in IBOR and RFR interest rate levels will create a basis risk that we will need to actively manage through appropriate financial hedging. Basis risk in the trading book and in the banking book may arise out of the asymmetric adoption of RFRs across assets and liabilities and across currencies and products. In addition, this may limit the ability to hedge effectively.

If any of these risks materialise, it could have a material adverse effect on our business, financial condition, results of operations, prospects and customers.

***We are subject to currency risk.***

We are subject to currency risk arising from losses incurred due to unfavourable exchange rate fluctuations on our foreign exchange exposures resulting from the unmatched currency structure between foreign currency-denominated assets and foreign currency-denominated liabilities. The value of the Renminbi against the U.S. dollar and other currencies fluctuates and is affected by, among other factors, changes in the PRC’s and international political and economic conditions.

Since 1994, the conversion of Renminbi into foreign currencies, including Hong Kong and U.S. dollars, has been based on rates set by the PBOC. On 21 July 2005, the PRC Government adopted a more flexible managed floating exchange rate system to allow the value of the Renminbi to fluctuate within a regulated band that is based on market supply and demand and reference to a basket of currencies. On the same day, the value of the Renminbi appreciated by approximately 2 per cent. against the U.S. dollar. In August 2008, the PRC announced a further change in its exchange regime to a managed floating exchange rate

regime based on market supply and demand. Since the Renminbi foreign exchange rate reform beginning on 21 July 2005, the PBOC has adjusted the daily floating band of the Renminbi trading prices against the U.S. dollar in the inter-bank spot foreign exchange market three times: effective from 21 July 2007, the daily floating band of the Renminbi trading prices against the U.S. dollar was expanded from 0.3 per cent. to 0.5 per cent.; effective from 16 April 2012, such floating band was further expanded to 1 per cent.; and effective from 17 March 2014, such floating band was further expanded to 2 per cent. The PRC Government may make further adjustments to the exchange rate system in the future. Any appreciation of Renminbi against the U.S. dollar or any other foreign currency may result in a decrease in the value of our foreign currency-denominated assets. Conversely, any devaluation of Renminbi may adversely affect the value of our assets in Renminbi terms.

***We are subject to liquidity risk.***

Customer deposits have historically been our main source of funding. As at 31 December 2019, 2020 and 2021, 48.1 per cent., 50.3 per cent. and 48.9 per cent. of our total customer deposits were demand deposits respectively. If a substantial portion of our depositors withdraw their demand deposits or do not roll over their time deposits upon maturity, we may need to pay higher costs to obtain alternative sources of funding to meet our funding requirements. Our ability to obtain additional sources of funding may be affected by factors such as deterioration of market conditions and disruptions to financial markets. We may not be able to secure required funding on commercially acceptable terms on a timely basis or at all, which could result in liquidity risk and materially and adversely affect our business, financial condition and results of operations.

In addition, we rely on the inter-bank money market to obtain a portion of our funding, including the portion of funds that are used to manage our liquidity. Any fluctuation in liquidity or funding costs on the inter-bank money market, including as a result of a financial or other crisis or changes in the PBOC's policies or practices affecting the liquidity of other banking institutions, may materially and adversely affect our ability to fund our business and manage our liquidity through the inter-bank money market.

***We are subject to risks related to the expansion of our products, services and business scope.***

In recent years, we have actively developed a number of new products and expanded the scope of our services, including, among others, investment banking, asset management, insurance and financial leasing. We are exposed to a number of risks in connection with our expansion. For example, we may not be able to develop successfully our new businesses due to our limited experience in a particular product or service; the anticipated market demand for our new products or services may not materialise; we may not successfully hire or retain personnel who have the relevant skills and experience; and regulators may revoke or withhold their approval for any products and services that we have offered or plan to offer. As a result, the return on our new products, services or businesses may be less, or realised later, than expected, which may materially and adversely affect our business, financial condition and results of operations.

***We have expanded our business into jurisdictions other than the PRC, which has increased the complexity of the risks that we face.***

In recent years, we have taken actions to expand our international operations. As at 31 December 2021, we had 421 overseas institutions in 49 countries and regions and indirectly covered 20 African countries as a shareholder of Standard Bank Group Limited. The Bank also maintained 125 institutions in 21 countries and regions along the "Belt and Road" as at 31 December 2021. Our expansion into jurisdictions outside of the PRC subjects us to new regulatory and operational challenges and risks and has also increased the complexity of our risks in a number of areas, including credit and liquidity risk, interest rate risk, market and country risk, reputational risk and operational risk. The loan portfolio of our international branches includes foreign currency-denominated loans to Chinese companies engaged in international trade. This exposes us to additional risks including default risk resulting from a failure in the performance of the import or export agreements by any party, trade protectionist measures or other factors, and our inexperience in various aspects of the economic and legal framework in overseas markets. Adverse market conditions in these international jurisdictions may result in mark-to-market and realised losses on the investment assets held by our overseas branches and increase their cost of funding.

Furthermore, despite our best efforts to comply with all applicable regulations in the jurisdictions in which we operate, there may be incidences of our failure to comply with the regulations in certain jurisdictions. Regulators in these jurisdictions may have the power to bring administrative or judicial proceedings against us or our employees, representatives, agents and third-party service providers, which could result in, among others, suspension or revocation of one or more of our licences, cease and desist orders, fines, civil penalties, criminal penalties, economic or other sanctions or other disciplinary actions.

In addition, the volatility in the global economic and financial systems in recent years has led and may in the future lead to significant regulatory changes in various jurisdictions, including those in which we have operations. These changes may include those with respect to capital and liquidity ratios, cross-border capital flows and consumer protection. The extent and impact of such changes is difficult to anticipate and estimate, and such changes could have an adverse impact on our growth, capital adequacy and profitability. If we are unable to manage the risks resulting from our international expansion, our business, financial condition and results of operations may be materially and adversely affected.

***We have been increasingly focused on the development of wealth management products in recent years, and we are subject to risks relating to adverse developments or changes in regulatory policies relating to these products.***

In recent years, growth of deposits in the PRC banking industry has begun to slow down as progress has been made in terms of interest rate liberalisation, financial disintermediation and financing channel expansion. In response to such developments, PRC commercial banks, including the Group, provide wealth management and other financial services through their wealth management businesses. For the years ended 31 December 2019, 2020 and 2021, the net fee and commission income generated from personal wealth management and private banking services amounted to RMB27,337 million, RMB29,630 million and RMB30,001 million, respectively. Additionally, for the years ended 31 December 2019, 2020 and 2021, the net fee and commission income generated from corporate wealth management services amounted to RMB14,024 million, RMB15,554 million and RMB15,165 million, respectively.

Our wealth management products primarily represent investments in, among others, bonds, deposits and highly liquid money market investment instruments, other debt instruments, equity instruments and other types of assets that are compliant with regulatory requirements. As most of the wealth management products issued by us are non-principal protected products, we are not liable for any loss suffered by investors in these products. However, to the extent investors suffer losses on these wealth management products, our reputation may be severely damaged, and we may also suffer a loss of business, customer deposits and net income. Furthermore, we may eventually bear losses for non-principal protected products if the investors bring lawsuits against us and the court decides that we are liable for mis-selling such products or otherwise.

PRC regulatory authorities have introduced regulatory policies to restrict the scale of PRC commercial banks' investments in non-standard debt-based assets with funds raised from wealth management products. If PRC regulatory authorities further restrict the wealth management business of PRC commercial banks, it could materially and adversely affect our business, financial condition and results of operations.

***We are subject to risks associated with off-balance sheet credit commitments and guarantees.***

Our off-balance sheet credit commitments and financial guarantees primarily consist of, *inter alia*, bank acceptances, loan commitments, guarantees and letters of credit. As at 31 December 2019, 2020 and 2021, our credit risk-weighted amount of credit commitments was RMB1,306.8 billion, RMB1,106.4 billion and RMB1,082.1 billion, respectively, and our credit commitments amounted to RMB2,963.1 billion, RMB2,711.5 billion and RMB2,730.4 billion respectively. We are exposed to credit risk related to such credit commitments and guarantees. If our customers cannot perform their obligations, we will need to fulfil the related commitments and guarantees. In addition, if we cannot obtain compensation from relevant customers, our business, financial condition and results of operations may be materially and adversely affected.



***We are subject to risks associated with our risk management and internal control policies and procedures.***

We have been proactively implementing our risk management system and improving our risk management and internal control capabilities. Nonetheless, our risk management and internal control capabilities are limited by the information and risk management tools or technologies available to us. Our ability to implement and maintain strict internal control may be affected by our expansion in business scale and business scope. We cannot assure you that all of our employees will always comply with our internal control policies and procedures. If there are any deficiencies in our risk management and internal control policies and procedures, we may be subject to credit risk, liquidity risk, market risk, operational risk or reputational risk, which may materially and adversely affect our business, financial condition and results of operations.

***We are subject to operational risks and risks relating to our information technology systems.***

According to the seven categories of operational risks classified by Basel III, we are subject to operational risks such as internal and external fraud, risks related to customers, products and business activities, execution risks, closing and process management risks, employment system and workplace safety, damage to physical assets and risks related to information technology systems.

We have established a series of policies and procedures to identify, assess, monitor, manage and report operational risks according to the “Guidance to the Operational Risk Management of Commercial Banks” (商業銀行操作風險管理指引) issued by the CBRC. Operational failures may cause losses to us if these measures are not put in place effectively or do not adequately cover all aspects of our operations.

We depend on our information technology systems to process accurately a large number of transactions on a timely basis and to store and process most of our data regarding our business and operations, which include our financial control, risk management, accounting, customer service and other data processing systems, together with the communication networks between our various branch outlets and our main data processing centre. We have adopted a number of technical measures and management initiatives to ensure the secure and reliable operation of our information systems. We have also proactively developed information security protection initiatives. However, if a portion or all of our information technology systems malfunction due to any defect in software or hardware or any deficiency in our information security protection (including any security breach caused by unauthorised access to information or systems, or intentional destruction or loss or corruption of data, software, hardware or other computer equipment), or we fail to effectively improve or upgrade our information technology systems on a timely basis, our business, financial condition and results of operations could be materially and adversely affected.

***We may not be able to prevent fully or to detect timely any money laundering and other illegal or improper activities.***

We are required to comply with applicable laws and regulations relating to anti-money laundering and anti-terrorism in the PRC and other jurisdictions where we operate. Save as disclosed below, we are not currently aware of any money laundering or other major illegal or improper activities engaged in by, or involving any employee of, our domestic or overseas branches or subsidiaries which may materially and adversely affect our business, financial condition and results of operations. However, we cannot assure you such activities will not take place in the future or that we can completely eradicate money laundering activities, activities carried out by terrorists and terrorist-related organisations or other improper activities carried out by organisations or individuals through the Group and certain entities within the Group have been (and may in the future be) subject to fines and other sanctions in respect of such activities. As we have many branches in the PRC and elsewhere, our employees or third parties that are subject to our policies may from time to time be involved in improper conduct. In such situations where such improper conduct is discovered or known, such activities will be handled in accordance with our internal policies, and if required, by the applicable authorities under the applicable laws, regulations or public policy.

Industrial and Commercial Bank of China (Europe) S.A. (“**ICBC (Europe)**”), a wholly-owned subsidiary of the Bank, together with ICBC (Europe)’s Spain Branch, have cooperated with the Spanish civil department authorities in investigations directed against ICBC (Europe) and the employees of ICBC (Europe)’s Spain Branch. In January 2020, the National Court of Spain had concluded its criminal

investigations of ICBC (Europe) and had dismissed all criminal allegations relating to the alleged money laundering activities of ICBC (Europe). In addition, the New York Branch of the Bank, and the Bank itself, are currently cooperating with the Federal Reserve Bank of New York (the “**Federal Reserve**”) following the identification by the Federal Reserve of significant deficiencies in the New York Branch’s risk management and money-laundering compliance programmes. We continue to work with all relevant regulatory agencies to ensure compliance with applicable regimes.

If we fail, in a timely manner, to detect and prevent money laundering activities or other illegal or improper activities, relevant regulatory agencies may have the power and authority to impose sanctions on us (including but not limited to fines, revocation of licences and/or other sanctions), which may materially and adversely affect our business, financial condition and results of operations.

***We may not be able to detect and prevent all fraud or other misconduct committed by our employees or third parties.***

We have continued to strengthen the detection and prevention of fraud or other misconduct committed by our employees or third parties. However, as we have many branches in the PRC and elsewhere, our employees or third parties that are subject to our policies may from time to time be involved in improper conduct. In such situations where such improper conduct is discovered or known, such activities will be handled in accordance with our internal policies, and if required, by the applicable authorities under the applicable laws, regulations or public policies. We also cannot assure you that our internal control policies and procedures will completely and effectively prevent all fraud or other misconduct committed by our employees or third parties. Any fraud or misconduct involving us or our employees may adversely affect our business, financial condition and results of operations.

***We are subject to risks related to property title certificates or other licences and certificates.***

We own and lease properties in the PRC. For some of the properties we own, we have not obtained building ownership certificates, state-owned land use right certificates or both. For some of the properties we lease, the lessors have not provided us with the relevant title certificates of the property and/or consent letters from the relevant property owners to sublease. Even though we have been provided with written undertakings for some leased properties indicating that the lessors will compensate our potential loss due to defects in relevant property title certificates or the relevant lease agreements contain such undertakings, if we have to relocate our branches or sub-branches due to title defects with regard to properties owned or leased by us, we will incur additional costs relating to such relocation.

In addition, a small number of our branches are currently in the process of applying for new financial licences, business licences and/or other licences due to licence renewal requirements, upgrades of branch offices, changes of name, relocation or changes of business nature. Any failures to receive such licences or delays may have an adverse effect on our business and operations.

***We or our customers may be subject to OFAC or other penalties if we are determined to have violated any OFAC regulations or similar sanctions.***

The United States imposes a range of economic sanctions against certain foreign countries, terrorists, international narcotics traffickers and those engaged in activities related to the proliferation of weapons of mass destruction. The U.S. sanctions are intended to advance certain U.S. foreign policy and national interests, such as discouraging certain countries from acquiring weapons of mass destruction or engaging in human rights abuses. The U.S. Department of the Treasury’s Office of Foreign Assets Control (“**OFAC**”) is the principal government agency charged with administering and enforcing U.S. economic sanctions programmes. These economic sanctions, as administered by OFAC, generally apply to U.S. entities and, in certain cases, to foreign affiliates of U.S. entities, or to transactions that involve, in some manner, U.S. products or otherwise come within the jurisdiction of the United States. The United Nations Security Council, the European Union, the United Kingdom, the PRC and other governments and international or regional organisations also administer similar economic sanctions. In addition, our Group may from time to time engage in business activities in countries or with entities that are the subject of certain sanctions. Notwithstanding that such business activities may not themselves be subject to sanctions, our Group may face secondary sanctions if it is determined to be providing material support to countries or entities that are the subject of sanctions. If our Group engages in any prohibited transactions by any means, or if it is otherwise determined that any of our transactions violated OFAC-administered



or other sanctions regulations, we could be subject to penalties, and our reputation and ability to conduct future business in the United States or with U.S. entities, or in other affected jurisdictions, could be affected, which may materially and adversely affect our business, financial condition and results of operations.

***We are exposed to risks in relation to the bonds issued by Huarong in connection with an extraordinary disposal of certain NPLs.***

During the period from 1999 to 2001, we disposed of non-performing assets with a book value of RMB407.7 billion to China Huarong Asset Management Corporation (now known as China Huarong Asset Management Co., Ltd., “**Huarong**”) and received 10-year non-transferrable bonds issued by Huarong with a nominal value of RMB313.0 billion (the “**Huarong Bonds**”) as well as RMB94.7 billion in cash as consideration. Huarong is a state-owned non-bank financial institution that has been approved by the State Council and was established in October 1999 primarily to acquire and manage non-performing assets from us. The Huarong Bonds have a fixed interest rate of 2.25 per cent. per annum. Huarong has paid interest on the bonds to us in a timely manner in the past pursuant to the terms of the bonds. In addition, MOF issued a notice on 14 June 2005 to the effect that: (1) with effect from 1 July 2005, in the event of any failure of Huarong to pay for the interest on the bonds in full to us, MOF will provide financial support; and (2) if necessary, MOF will provide support for the payment of the principal of the bonds issued by Huarong.

During the period from 2010 to 2011, the Huarong Bonds held by us matured. In accordance with the “Letter from MOF in Respect of the Bonds Issued by Huarong held by Industrial and Commercial Bank of China” (Cai Jin Han [2010] No. 105), MOF agreed that the term of the Huarong Bonds held by us would be extended for 10 years after their expiration, the terms of the bonds such as the interest rate would remain unchanged and MOF would continue its support for the principal and interest payments in relation to the Huarong Bonds held by us. After the first extension expired, we received a further notice from MOF that the term of the Huarong Bonds would be extended for another 10 years to 12 December 2031. In 2020, we received a further notice from MOF to adjust the interest rate of the Huarong Bonds, which will be determined on a yearly basis with reference to the average level of five-year government bond yields in the previous year. As at 31 December 2021, we received accumulated early repayments of RMB222,687 million under the Huarong Bonds.

In consideration of the various investment channels and market returns currently available in the market, there is a certain level of opportunity cost borne by our holding the Huarong Bonds. However, given the large investment size and long investment term of the bonds, if the principal of the Huarong Bonds were to be reallocated, it would be difficult to allocate all the capital to long-term loans. We would only be able to allocate to non-credit exposure assets, with the investment returns limited by the size of the Renminbi bond market. Therefore, we believe the opportunity cost of holding the Huarong Bonds has a relatively small impact on our operations.

The Huarong Bonds are financial bonds placed to us with the approval of the PBOC and were specifically issued for Huarong’s acquisition of certain of our non-performing assets. There are no similar bonds in the open bond market, and there is no active market for such bonds. In accordance with the accounting standards applicable to us, due to the lack of available valuation information and an active market and the fixed repayment amounts, we classify the Huarong Bonds as receivables relating to bonds investment and measure them at amortised cost using the effective interest method. Given that the interest on each payment term of the Huarong Bonds has been paid in full and in a timely manner, and that MOF has provided its support for the principal and interest payment in relation to the Huarong Bonds, there is no event of impairment of financial assets under the applicable accounting standards. As such, we are of the view that the determination of the fair value of the renewed Huarong Bonds at initial recognition met the relevant requirements under the applicable accounting standards. The replacement of the original Huarong Bonds by the renewed Huarong Bonds did not result in a loss on derecognition or an impairment in our financial statements.

We expect that MOF will perform its obligations as set out in the notices when necessary. However, due to the absence of any precedent for requesting the fulfilment of, or otherwise resorting to other legal procedures to seek the enforcement of, similar undertakings by MOF or other PRC Government authorities, we cannot guarantee any enforcement of such notices by operation of law. In the event of any failure of Huarong to discharge any of its payment obligations relating to such bonds or of the obligations of MOF in such notices to be enforced by operation of law, our business, financial condition and results of operations may be materially and adversely affected.

***We are exposed to risks relating to bonds issued by Huijin.***

As at 31 December 2021, Central Huijin Investment Limited (“**Huijin**”) directly held 34.71 per cent. of our total combined H Shares and domestic-listed shares (the A Shares, and together with the H Shares and any other ordinary shares of the Bank in issue from time to time, the “**Ordinary Shares**”). Huijin issued the Central Huijin Investment Ltd. bonds (the “**Huijin Bonds**”) in the national inter-bank bond market. The CBRC issued the “Letter of Approval from the CBRC on Matters in respect of the Issuance of Renminbi Bonds by Central Huijin Investment Ltd.” (Yin Jian Han [2010] No. 285), pursuant to which the CBRC confirmed its treatment of the Huijin Bonds as policy financial bonds, and the risk weight associated with the investment in such bonds by commercial banks is zero. Huijin, on behalf of the State, will use the proceeds raised from such issuance for the purpose of making capital contributions to The Export-Import Bank of China and China Export & Credit Insurance Corporation and supplementing our capital and the capital of Bank of China Limited and China Construction Bank Corporation.

We subscribed for the Huijin Bonds by way of tender in the open market. As at 31 December 2021, we held an amount of RMB63.66 billion face value of the Huijin Bonds, with terms ranging from 1 to 30 years and coupon rate from 2.15 per cent. to 4.38 per cent. per annum. In the event of any failure of Huijin to discharge any of its payment obligations relating to such bonds or of the obligations in such letter to be enforced by operation of law, our business, financial condition and results of operations may be materially and adversely affected.

***We are subject to reputational risks related to our business operations.***

With the rapid development of the financial industry and changes in media communication, the public is paying increasing attention to the banking industry, resulting in easier and more frequent access to rumours related to banks’ services quality, their operations and management and compliance issues. Such coverage may lead to negative feedback from depositors, investors and other shareholders, which may adversely affect our normal operations and management, and could adversely affect our liquidity if such negative coverage leads to depositors and other banks withdrawing their funds or refusing to lend to us. Within the banking industry, the banks have close interbank relationships with one another, and interbank deposits and lending are relatively common. If a bank does not operate properly or becomes insolvent, a chain reaction may occur, which may trigger a confidence crisis towards the whole banking industry, and materially and adversely affect our financial condition and results of operations.

***We are subject to counterparty risks in our derivative transactions.***

We act primarily as an intermediary in domestic and international foreign exchange and derivative markets, and we currently have exchange rate contracts, interest rate contracts and commodity derivatives contracts with a number of domestic and international banks, financial institutions and other entities. As a result, we are subject to credit risk from our various counterparties. As at 31 December 2021, the notional amount of our outstanding derivative financial instruments amounted to RMB8,100,994 million, derivative assets and derivative liabilities which meet the criteria for offsetting were RMB36,220 million and RMB41,792 million, respectively, and the net derivative assets and net derivative liabilities were RMB25,442 million and RMB31,014 million, respectively. Although we cautiously evaluate the credit risks from our counterparties in our derivative transactions and believe that the overall credit quality of our counterparties is adequate, there can be no assurance that parties with significant risk exposure will not have difficulty in fulfilling derivative contracts that may cause losses for us.

*Due to restrictions in certain PRC regulations, our investments are concentrated in certain types of investment products, we may experience significant decreases in the value of a particular type of investment.*

As a result of current PRC regulatory restrictions, substantially all of our RMB-denominated investment assets are concentrated in a limited number of investments permitted for PRC commercial banks, such as PRC government bonds, bills and open market instruments issued by the PBOC, bonds issued by PRC policy banks and credit products issued by PRC financial and non-financial institutions (including bonds and subordinated notes issued by PRC commercial banks and insurance companies). These restrictions limit our ability to diversify our investment portfolio and seek higher returns by making investments comparable with those of banks in other countries as well as our ability to manage our liquidity in the same manner as banks in other countries. In addition, we are exposed to a certain level of risk as a result of the concentration of our RMB-denominated fixed income securities investments. For example, fluctuation in interest rates or deterioration of the financial condition of the issuers of such fixed income securities may cause their value to decrease. A decrease in the value of any of these types of investments could have a material adverse effect on our business, financial condition and results of operations.

*The banking industry is subject to extensive regulation, which is undergoing major changes that will impact our business.*

Like other major banks, we are subject to extensive regulation by regulators and exchanges in each of the major markets where we conduct our business. These laws and regulations significantly affect the way we do business and can restrict the scope of our existing businesses and limit our ability to expand our product offerings and pursue certain investments.

In response to the financial crisis, legislators and regulators around the world have adopted, continue to propose and are in the process of adopting, finalising and implementing a wide range of financial market reforms that are resulting in major changes to the way our global operations are regulated and conducted. In particular, as a result of these reforms, we are, or will become, subject to (among other things) significantly revised and expanded regulation and supervision, more intensive scrutiny of our businesses and any plans for expansion of those businesses, new activities limitations, a systemic risk regime that imposes heightened capital and liquidity requirements and other enhanced prudential standards, new resolution regimes and resolution planning requirements, new restrictions on activities and investments imposed by Section 619 of the Dodd-Frank Act (such statutory provision together with such implementing regulations, the “**Volcker Rule**”), and comprehensive new derivatives regulation. While certain portions of these reforms are effective, others are still subject to final rulemaking or transition periods. Many of the changes required by these reforms could materially impact the profitability of our businesses and the value of assets we hold, expose us to additional costs, require changes to business practices or force us to discontinue businesses, adversely affect our ability to pay dividends and repurchase our stock, or require us to raise capital, including in ways that may adversely impact our shareholders or creditors. While there continues to be uncertainty about the full impact of these changes, we are and will continue to be subject to a more complex regulatory framework and will incur costs to comply with new requirements as well as to monitor for compliance in the future.

## **RISKS RELATING TO THE BANKING INDUSTRY**

*The Financial Institutions (Resolution) Ordinance may adversely affect the Bank.*

On 7 July 2017, the Financial Institutions (Resolution) Ordinance (Cap. 628) of Hong Kong (the “**FIRO**”) came into operation. The FIRO provides for, among other things, the establishment of a resolution regime for authorised institutions and other within scope financial institutions in Hong Kong which may be designated by the relevant resolution authorities, which may include the Bank, Hong Kong branch of the Bank, Industrial and Commercial Bank of China (Asia) Limited (“**ICBC (Asia)**”) and other licensed institutions of the Bank in Hong Kong (a “**FIRO Group Entity**”). The resolution regime seeks to provide the relevant resolution authorities with administrative powers to bring about timely and orderly resolution in order to stabilise and secure continuity for a failing authorised institution or within scope financial institution in Hong Kong. In particular, in the context of a resolution of any FIRO Group Entity, the relevant resolution authority will have the ability to resolve other entities within the Group as if they were themselves a within scope financial institution for the purposes of FIRO and take certain actions and make certain directions in relation to such entities. Any such actions could potentially affect contractual and property rights relating to the Group. In addition, the relevant resolution authority is provided with powers to affect contractual and property rights as well as payments (including in respect of any priority of payment) that creditors would receive in resolution.

The implementation of FIRO remains untested and certain details relating to FIRO will be set out through secondary legislation and supporting rules. Therefore, the Bank is unable to assess the full impact of FIRO on the financial system generally, the Bank's counterparties, the Bank, any of its consolidated subsidiaries or other Group entities, the Group's operations and/or its financial position.

***We face increasingly intense competition in the PRC banking industry and competition from other investment and financing channels.***

The banking industry in the PRC is becoming increasingly competitive. We face competition from commercial banks in all of our principal areas of business where we have operations. On 1 July 2013, the General Office of the State Council of the PRC issued the Guidance Letter regarding Financial Support for Promoting Economic Restructuring and Transformation (國務院辦公廳關於金融支持經濟結構調整和轉型升級的指導意見) (the “**Guidance Letter**”). The Guidance Letter, among others, encourages investment by private-sector capital in financial institutions and the establishment of privately-owned banks. The Guidance Letter provides a policy direction to the increasing involvement of private-sector capital in the financial industry in the PRC. We may face increasing competition from privately owned banks in the future.

We compete with our competitors for substantially the same loan, deposit and fee and commission-based products and services customers. Such competition may materially and adversely affect our business and future prospects by, for example, reducing our market share in our principal products and services, reducing our fee and commission income, affecting the growth of our loan or deposit portfolios and their related products and services and increasing competition for soliciting senior management talent and qualified professional personnel.

In addition, we may face competition from direct corporate financing, such as the issuance of securities in the domestic and international capital markets. The domestic securities markets have experienced, and are expected to continue to experience, expansion and growth. If a substantial number of our customers choose alternative ways of financing to fund their capital needs, this may adversely affect our interest income, which could in turn materially and adversely affect our business, financial condition and results of operations.

In addition to competition from other banks and financial institutions, we also face competition from other forms of investment alternatives in the PRC. In recent years, financial disintermediation, which involves the movement of funds by investors from intermediary financial institutions such as savings and deposit-taking banks to direct investments, has increased in the PRC. Our deposit customers may elect to convert their funds into stocks, bonds and wealth management products, which may result in a decrease in our customer deposits, therefore further affecting the level of funds available to us for our lending business to generate net interest income. Meanwhile, financial disintermediation may result in a decrease in the enterprise demand for loans, which could materially and adversely affect our business, financial condition and results of operations.

***We are subject to risks related to uncertain changes in the regulatory environment of the PRC banking industry.***

Our businesses are directly affected by changes in the PRC banking regulatory policies, laws and regulations. The regulatory system and the laws and regulations governing the banking sector are subject to future changes, and we cannot assure you that such changes will not materially and adversely affect our business, financial condition and results of operations.

In addition, our overseas branches, subsidiaries and representative offices have to comply with the local laws and regulations of the relevant jurisdiction and are subject to regulation and approval by the local regulatory authorities in the relevant jurisdiction. We cannot assure you that our overseas branches, subsidiaries and representative offices can always satisfy applicable laws and regulatory requirements. If we do not meet such requirements, our business in the relevant jurisdiction may be affected, which may materially and adversely affect our business, financial condition and results of operations.

*We are subject to risks related to changes in monetary policy.*

PRC monetary policy is set by the PBOC in accordance with the macroeconomic environment. In addition, the PBOC controls monetary supply through open market operations and adjustments to the deposit reserve ratio and rediscount rate in order to achieve targeted control over the economy. As commercial banks are a major means to implement monetary policy, changes in monetary policy will affect their operations and profitability. If we cannot timely adjust our operating strategy in response to the changes in monetary policy, our business, financial condition and results of operations may be materially and adversely affected.

*We cannot provide assurance that we will be able to satisfy the capital adequacy requirements of the CBRC or the CBIRC or as a G-SIB pursuant to Basel III or the proposed total loss-absorbing capacity requirements of the PBOC and the CBIRC, and we are subject to risks related to potential Capital Adequacy Ratio fluctuations.*

On 16 December 2010 and on 13 January 2011, the Basel Committee on Banking Supervision (the “**Basel Committee**”) issued the final text and guidance on a number of fundamental reforms to the regulatory capital framework (such reforms being commonly referred to as “**Basel III**”). In accordance with Basel III, the minimum tier 1 capital adequacy ratio has been raised to 6 per cent., while the minimum core tier 1 capital has been raised to 4.5 per cent. (with the CBIRC requiring PRC banks to maintain a higher minimum core tier 1 capital of 5 per cent.), and the minimum total capital adequacy ratio has been raised to 8 per cent. together with an additional 2.5 per cent. capital conservation buffer and a zero to 2.5 per cent. counter-cyclical capital buffer.

Following the issuance of Basel III, on 27 April 2011, the CBRC issued new guidelines setting more stringent capital adequacy, leverage, liquidity and loan loss provisioning requirements for PRC banks in accordance with the reform of the PRC banking industry and the related regulatory framework. On 7 June 2012, the CBRC further issued the Regulation Governing Capital of Commercial Banks (Provisional Regulation) (the “**Capital Regulation**”) which established a unified and comprehensive regulatory system for capital adequacy, re-defined the term “capital”, expanded the scope of capital risk coverage and set forth different regulatory requirements for commercial banks with different capital adequacy levels, including the categorisation of regulatory requirements on capital into four levels. The first level requirements set out minimum thresholds, under which the requirements for core tier 1 capital adequacy ratio, tier 1 capital adequacy ratio and capital adequacy ratio are set at 5 per cent., 6 per cent. and 8 per cent., respectively; the second level requirements set out the requirements for reserve capital and counter-cyclical capital at 2.5 per cent. and zero – 2.5 per cent., respectively; the third level requirements set out the requirement for globally or domestically systemically important institutions at least 1 per cent; and the fourth level requirements is in relation to the criteria for the second pillar capital. The Capital Regulation has set higher requirements for both the quality and quantity of banks’ capital and after the implementation of these measures, the definition of capital is more stringent and the regulatory standards for capital instruments are further improved. In addition, the Capital Regulation set forth a new method for calculating the capital adequacy ratio and provided a transition period for PRC commercial banks to meet their capital adequacy requirements. The Capital Regulation became effective on 1 January 2013 and it requires commercial banks to meet the regulatory capital adequacy requirements before the end of 2018.

Furthermore, the Financial Stability Board identified us as a globally systemically important bank (“**G-SIB**”) on 11 November 2013. As a G-SIB, we are required to satisfy heightened capital adequacy ratios pursuant to Basel III.

In November 2017, the Basel Committee on Banking Supervision further issued new rules on how banks calculate risk-weighted assets, which are expected to be implemented in 2022. The new regulations focus on enhancing the robustness of standard risk-weighted asset calculation models and limiting the scope of use of banks’ internal capital models. If the new regulations be implemented and adopted by us, it may further affect our future capital raising plan.

As at 31 December 2021, our core tier 1 capital adequacy ratio, tier 1 capital adequacy ratio and capital adequacy ratio, as calculated in accordance with the Capital Regulation, were 13.31 per cent., 14.94 per cent. and 18.02 per cent., respectively, and satisfied the applicable legal and regulatory requirements and exceeded substantially the relevant requirements. Our capital adequacy ratios are able to support the stable development of our business currently.



We aim to maintain a stable and reasonable capital adequacy level in order to support the implementation of our business development and strategic planning. However, certain adverse changes may lead to fluctuations in our capital adequacy ratio. Such adverse changes include, but are not limited to, an increase of risk weighted assets due to rapid business expansion, an increase of capital-deducting equity acquisitions and investments, potential deterioration in our asset quality, a decline in the value of our investments and an increase in the minimum capital adequacy ratio requirement by the CBIRC, as well as changes in the computational method for capital adequacy ratio applied by the CBIRC. We may be required to raise additional core or supplementary capital in the future in order to meet the minimum CBIRC capital adequacy requirements. To raise additional capital in order to meet the minimum CBIRC capital adequacy requirements, we may need to issue additional equity securities that qualify as core capital or other qualifying instruments. However, our ability to obtain additional capital may be restricted by a number of factors, including our future business, financial condition, results of operations and cash flows; necessary government regulatory approvals; our credit rating; general market conditions for capital-raising activities by commercial banks and other financial institutions; and economic, political and other conditions both within and outside the PRC. We cannot assure you that we will be able to obtain additional capital on commercially acceptable terms in a timely manner or at all. As such, there can be no assurance that we will continue to be able to comply with our capital adequacy requirements.

Furthermore, the CBIRC may increase the minimum capital adequacy requirements or change the methodology for calculating regulatory capital or capital adequacy ratio, or we may otherwise be subject to new or more stringent capital adequacy requirements. If our capital adequacy ratio does not meet the regulatory requirements, the regulatory authorities may adopt certain corrective measures including, but not limited to, restricting the growth of our risk-bearing assets, suspending all of our operation activities other than low-risk business, as well as restricting our dividend payment, which may materially and adversely affect our business, financial condition and results of operations.

In addition, in 2021, the PBOC, the CBIRC and MOF released the Administrative Measures on Total Loss-Absorbing Capacity of Global Systemically Important Banks (全球系統重要性銀行總損失吸收能力管理辦法), setting out the requirements for the ratio, composition, and deduction items of Total Loss-Absorbing Capacity of G-SIBs, etc. which are applicable to us. We cannot assure you that we will be able to satisfy all such total loss-absorbing capacity requirements.

***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 per cent. of the relevant benchmark deposit rate and the minimum interest rate for loans to 80 per cent. of the relevant benchmark lending rate. In July of the same year, PBOC again adjusted the minimum interest rate for loans to 70 per cent. 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 LPR, 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 per cent. and raised the one-year Renminbi benchmark deposit interest rate by 0.25 percentage points to 2.75 per cent. On 1 March 2015, PBOC further lowered the one-year Renminbi benchmark loan interest rate by 0.25 percentage points to 5.35 per cent. and lowered the one-year Renminbi benchmark deposit interest rate by 0.25 percentage points to 2.5 per cent. 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 per cent. and 2.25 per cent. 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 per cent. and 1.5 per cent., 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. In August 2019, PBOC deepened the interest rate liberalisation reform by reforming and improving the formation mechanism of LPR. It required PRC commercial banks to mainly refer to the LPR as the benchmark in determining the rates of new bank loans. As the existing

regulations are substantially liberalised, competition in the PRC banking industry will likely intensify as the PRC 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 our business, financial condition and results of operations.

***The growth rate of the banking industry in the PRC may not be sustainable.***

We expect the banking industry in the PRC to expand as a result of anticipated growth in the PRC's economy, increases in household income, further social welfare reforms, demographic changes and the opening of the PRC banking industry to foreign participants. However, it is not clear how certain trends and events, such as the pace of the PRC's economic growth, the development of the domestic capital and insurance markets and the ongoing reform of the social welfare system, will affect the PRC banking industry. In addition, the banking industry in the PRC may be affected by systemic risks. Consequently, there can be no assurance that the growth and development of the PRC banking industry will be sustainable.

***The PRC regulations impose limitations on the types of investments we may make and, as a result, we have limited ability to seek optimal investment returns to diversify our 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 our ability to seek optimal returns on our investments. The restrictions may also expose us to significantly greater risk of investment loss in the event that a particular type of investment we hold suffers a decrease in value. In addition, due to the limited hedging tools available to us, our ability to manage market and credit risks relating to our Renminbi-denominated assets is limited and any resulting decline in the value of our Renminbi-denominated assets may materially and adversely affect our business, financial condition and results of operations.

***The effectiveness of our credit risk management is affected by the quality and scope of information available in the PRC.***

National credit information databases developed by the PBOC have been operational only since 2006. Due to the short operational history, such databases are not able to provide complete credit information on many of our credit applicants. Therefore, our assessment of the credit risk associated with a particular customer may not be based on complete, accurate or reliable information. As a result, our ability to manage effectively our credit risk may be adversely affected, which may materially and adversely affect our business, financial condition and results of operations.



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

CBIRC 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 us to assess the credit risks involved. In the absence of accurate assessment of the relevant credit risks, our NPLs may be significantly increased if our small and medium-sized enterprise clients are affected by economic or regulatory changes, which could materially and adversely affect our 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 our business, financial condition and results of operations.

***Certain facts and statistics and information relating to us are derived from publications not independently verified by us, the Arranger, the Dealers or any of our or their respective directors, employees, representatives, affiliates or advisers.***

Certain facts and statistics in this Offering Circular relating to the PRC, its economy and its banking industry are derived from various official and publicly available sources generally believed to be reliable. While reasonable care has been taken to ensure that the facts and statistics or information relating to us presented in this Offering Circular have been accurately extracted from such sources, such facts, statistics and information have not been independently verified by us, the Arranger, the Dealers or any of our or their respective directors, employees, representatives, affiliates or advisers. Therefore, none of them makes any representation as to the accuracy of such facts and statistics or information, which may not be consistent with other information compiled within or outside the PRC and may not be complete or up-to-date.

Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice or other reasons, the statistics herein may be inaccurate or may not be comparable from period to period or to statistics produced for other economies and should not be unduly relied upon.

## **RISKS RELATING TO THE PRC**

***The slowdown of the PRC's economy caused in part by the recent challenging global economic conditions may adversely affect us.***

A substantial part of our revenue is derived from the PRC. We rely, to a significant degree, on our domestic operations to achieve revenue growth. Domestic demand for banking services is materially affected by growth of private consumption and overall economic growth in the PRC. The global crisis in financial services and credit markets in 2008 caused a slowdown in the economic growth in many countries, including the PRC. Although the PRC's economic growth has increased compared to its level immediately after the global financial crisis, it has displayed signs of slowdown as evidenced by a decrease in the growth rate of the PRC's gross domestic product ("GDP") in recent years. This was caused by a combination of factors most of which are beyond our control, such as the global economic conditions, governmental policies and changes in market dynamics globally and regionally. According to the statistics released by the National Bureau of Statistics of China (the "NBS"), in 2019, the PRC Government reported a gross domestic product ("GDP") of RMB98.65 trillion, representing year-on-year growth of 6.0 per cent. at constant prices; in 2020, the PRC Government reported a GDP of RMB101.36 trillion, representing year-on-year growth of 2.2 per cent. at constant prices; and in 2021, the PRC Government reported a GDP of RMB114.37 trillion, representing a stable recovery with year-on-year growth of 8.1 per cent. at constant prices. Despite the stable recovery in 2021, the NBS has warned of the triple pressure of demand contraction, supply shocks and weakening expectations amid an increasingly complicated external environment, which may affect the PRC's economy negatively.

Furthermore, the sustained tension between the United States and China over trade policies could undermine the stability of the global economy. The United States and China have recently been involved in disputes over trade barriers that have created trade tensions between the two countries. Both countries have implemented tariffs on certain imported products from the other, casting uncertainty over tariffs and barrier to entry for products on both sides. There are uncertainties as to when and whether the trade disputes will be resolved and trade barriers lifted. All these would add to the uncertainties relating to the overall prospects for the global and the PRC economies this year and beyond, which may have a material adverse impact to our business, prospects, financial conditions and results of operations.

***Turmoil in the financial markets could increase our cost of borrowing and impede access to or increase the cost of financing our operations and investments.***

The availability of credit to entities operating within emerging markets, including us, is significantly influenced by levels of investor confidence in such markets as a whole. Any factors that may affect market confidence could affect the costs or availability of funding for entities within emerging markets. Historically, challenging market conditions in emerging markets have resulted in reduced liquidity, widening of credit spreads, lack of price transparency in credit markets, a reduction in available financing and a tightening of credit terms. In 2015, the PRC stock markets experienced significant turmoil and disruption. Throughout June and early July of 2015, the Shanghai Composite Index experienced significant declines and many PRC-listed companies were subject to trading suspensions on major stock exchanges. The PRC Government responded by cutting interest rates, suspending initial public offerings and starting investigations into market manipulation in an effort to stabilise the market. Due to its increasing financial reliance upon PRC, Hong Kong's stock markets experienced a similar fluctuation during the relevant times and the Hang Seng Index had a record-breaking slump in a single day in the recent decade. As our shares are listed on both the Hong Kong Stock Exchange and the Shanghai Stock Exchange, significant fluctuations in these financial markets could cause substantial adverse effects on our business operations and investments as a whole.

***The PRC's economic, political and social conditions, as well as government policies, could affect our businesses.***

A substantial majority of our businesses, assets and operations is located in the PRC. Accordingly, our business prospects, financial condition and results of operations are, to a significant degree, subject to the economic, political and legal developments in the PRC. The PRC's economy differs from the economies of most developed countries in many respects, including, among others, government involvement, level of development, growth rate, control of foreign exchange and allocation of resources.

In recent years, the PRC Government has pushed forward a large number of economic reform measures to introduce market forces and promote the establishment of sound corporate governance structures. Such economic reform measures may be adjusted, modified or applied differently depending on the industries and regions of the country. As a result, we may not benefit from certain of such measures.

The PRC Government has the power to implement macroeconomic controls affecting the PRC's economy. The PRC Government has implemented various measures in an effort to control the growth rate of certain industries and restrain inflation. While the PRC has been one of the world's fastest growing economies in recent years as measured by GDP, the PRC's GDP growth slowed down during the recent global financial crisis and economic slowdown. (See "*Risk Factors – Risks relating to the PRC – The slowdown of the PRC's economy caused in part by the recent challenging global economic conditions may adversely affect us*" above). If the PRC's economy experiences a decrease in growth rate or a significant downturn, the unfavourable business environment and economic condition for our customers could negatively impact their ability or willingness to repay our loans and reduce their demand for our banking services. Our business, financial condition and results of operations may be materially and adversely affected.

***The PRC legal system could limit the legal protections available to you.***

We are organised under the laws of the PRC. The PRC legal system is based on written statutes. The PRC Government has promulgated laws and regulations dealing with such economic matters as the issuance and trading of securities, shareholder rights, foreign investment, corporate organisation and governance, commerce, taxation and trade. However, many of these laws and regulations continue to evolve, may be subject to different interpretations and may be inconsistently enforced. In addition, there is only a limited volume of published court decisions that may be cited for reference, and such cases have limited precedent value, as they are not binding on subsequent cases. These uncertainties relating to the interpretation of PRC laws and regulations can affect the legal remedies and protections that are available to you and can adversely affect the value of your investment.

***You may experience difficulties in effecting service of legal process and enforcing judgments against us and our management.***

We are organised under the laws of the PRC, and a substantial majority of our businesses, assets and operations are located in the PRC. In addition, a substantial majority of our directors, supervisors and executive officers reside in the PRC, and substantially all of their assets are located in the PRC. As a result, it may not be possible to serve legal written process within the United States or elsewhere outside the PRC upon us or such directors, supervisors or executive officers, including with respect to matters arising under U.S. federal securities laws or applicable State securities laws.

The Bank and each relevant Branch Issuer has irrevocably submitted to the exclusive jurisdiction of the Hong Kong courts in the transaction documents relating to the Notes. Hong Kong and the PRC have entered into certain arrangements on the reciprocal recognition and enforcement of judgments in civil and commercial matters (the “**Reciprocal Arrangements**”) which allow for a final court judgment (relating to the payment of money or other civil or commercial proceeding) rendered by a Hong Kong court or PRC court (as the case may be) to be recognised and enforced in the PRC or Hong Kong (as the case may be), provided certain conditions are met. However, certain matters may be excluded under the Reciprocal Arrangements and a judgment may be refused to be recognised and enforced by the requested place in certain circumstances such as for public policy reasons or where the judgment was obtained by fraud. As a general matter, a judgment of a court of another jurisdiction may be reciprocally recognised or enforced if the jurisdiction has a treaty with the PRC or if judgments of the PRC courts have been recognised before in that jurisdiction, subject to the satisfaction of other requirements. The PRC signed the Hague Convention on Choice of Court Agreements (the “**Hague Convention**”) in September 2017 which is intended to promote the use of exclusive choice of court agreements in international contracts and facilitate the creation of a recognition and enforcement regime for court judgements between contracting States. However, the signing of the Hague Convention does not currently have any legal effect until it is ratified by the PRC Government. The PRC has not entered into treaties or arrangements providing for the reciprocal recognition and enforcement of judgments of courts with numerous countries, including Japan, the United States and the United Kingdom. Therefore, it may be difficult for Noteholders to enforce any judgments obtained from such foreign courts against us, the Issuer or any of their respective directors or senior management in the PRC.

***Any future occurrence of natural disasters or outbreaks of contagious diseases in the PRC may have a material adverse effect on our business, financial condition and results of operations.***

Any future occurrence of natural disasters or outbreaks of health epidemics and contagious diseases, including COVID-19, avian influenza, Severe Acute Respiratory Syndrome (“**SARS**”), Ebola virus disease (“**Ebola**”), Middle East Respiratory Syndrome corona virus (“**MERS**”), H5N1 influenza, H1N1 influenza or H7N9 influenza, may adversely affect our 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 our business, financial condition and results of operations. In particular, the on-going COVID-19 pandemic has resulted in many countries, including China, Japan, the United States, members of the European Union and the United Kingdom, declaring a state of emergency and imposing extensive business and travel restrictions with a view to containing the pandemic. Widespread reductions in consumption, industrial production and business activities arising from the COVID-19 pandemic will significantly disrupt the global economy and global markets and is likely to result in a global economic recession. In addition, COVID-19 has led to significant volatility in the global markets across all asset classes, including stocks, bonds, oil and other

commodities and this volatility may persist for some time. There is no assurance that the outbreak will not lead to decreased demand for services we provide; nor is there assurance that the outbreak's adverse impact on the PRC economy and our customers will not adversely affect the level of NPLs. Moreover, the PRC has experienced natural disasters such as earthquakes, floods and drought in the past few years. Any future occurrence of severe natural disasters in the PRC may adversely affect its economy and in turn our business, financial condition and results of operations. There is no guarantee that any future occurrence of natural disasters or outbreak of COVID-19, avian influenza, SARS, Ebola, MERS, H5N1 influenza, H1N1 influenza, H7N9 influenza or other epidemics, or the measures taken by the PRC Government or other countries in response to a future outbreak of these epidemics, will not seriously interrupt our operations or those of our customers, which may have a material adverse effect on our business, financial condition and results of operations.

## **RISKS RELATING TO THE NOTES ISSUED UNDER THE PROGRAMME**

*The 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 relevant Notes and the information contained or incorporated by reference in this Offering Circular, any applicable supplement to this Offering Circular or any Pricing 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 relevant 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 relevant 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 relevant Notes and be familiar with the behaviour of any relevant indices and financial markets; and
- (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.

Some Notes may be complex financial instruments and such instruments may be purchased as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to the purchaser's overall portfolios. A potential investor should not invest in Notes which are complex financial instruments unless it has the expertise (either alone or with the help of a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of such Notes and the impact this investment will have on the potential investor's overall investment portfolio. Additionally, the investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) the Notes are legal investments for it, (2) the Notes can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase of any Notes.

Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Notes under any applicable risk based capital or similar rules.

*The Financial Institutions (Resolution) Ordinance may adversely affect the Notes where the Issuer is the Hong Kong Branch.*

On 7 July 2017, the FIRO came into operation. The FIRO provides for, among other things, the establishment of a resolution regime for authorised institutions and other within scope financial institutions in Hong Kong which may be designated by the relevant resolution authorities, which may include us to the extent we conduct licensed activities in Hong Kong. The resolution regime seeks to

provide the relevant resolution authorities with administrative powers to bring about timely and orderly resolution in order to stabilise and secure continuity for a failing authorised institution or within scope financial institution in Hong Kong. In particular, the relevant resolution authority is provided with powers to affect contractual and property rights as well as payments (including in respect of any priority of payment) that creditors would receive in resolution. These may include, but are not limited to, powers to cancel, write off, modify, convert or replace all or a part of the Notes or the principal amount of, or interest on, the Notes, and powers to amend or alter the contractual provisions of the Notes, all of which may adversely affect the value of the Notes, and the holders thereof may suffer a loss of some or all of their investment as a result if the Issuer is the Hong Kong Branch. In the event that the Issuer is the Hong Kong Branch, holders of Notes may become subject to and bound by the FIRO. The implementation of FIRO remains untested and certain details relating to FIRO will be set out through secondary legislation and supporting rules. Therefore, we are unable to assess the full impact of FIRO on the financial system generally, our counterparties, us, any of our consolidated subsidiaries, our operations and/or our financial position.

***The ratings of the Notes may be downgraded or withdrawn.***

Each Tranche of Notes may be rated or unrated, as specified in the applicable Pricing Supplement. The rating represents the opinion of the relevant rating agency and its assessment of the ability of the relevant Issuer to perform its obligations under the Notes and credit risks in determining the likelihood that payments will be made when due under the Notes. A rating is not a recommendation to buy, sell or hold securities. The rating can be lowered or withdrawn at any time. The relevant Issuer is not obligated to inform holders of the Notes if a rating is lowered or withdrawn. A reduction or withdrawal of a rating may adversely affect the market price of the Notes.

***Modifications and waivers.***

The Conditions contain provisions for calling meetings of Noteholders to consider and vote upon matters affecting their interests generally or to pass resolution in writing. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting or, as the case may be, did not sign the written resolution, and including those Noteholders who voted in a manner contrary to the majority.

The Conditions provide that the Notes, the Conditions and the Deed of Covenant may be amended without the consent of the Noteholders or Couponholders to correct a manifest error. The Conditions also provide that the parties to the Agency Agreement may, without the consent of Noteholders or Couponholders agree to (i) any modification of any of the provisions of the Agency Agreement that is of a formal, minor or technical nature or is made to correct a manifest error, and (ii) any other modification and any waiver or authorisation of any breach or proposed breach, of any of the provisions of the Agency Agreement, that is in the opinion of the parties to the Agency Agreement, not materially prejudicial to the interests of the Noteholders.

***A change in English law which governs the Notes may adversely affect Noteholders.***

The Conditions are governed by English law in effect as at the date of issue of the relevant Notes. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of issue of the relevant Notes.

***The Notes may be represented by Global Notes or Global Note Certificates and holders of a beneficial interest in a Global Note or Global Note Certificate must rely on the procedures of the relevant Clearing System(s).***

Notes issued under the Programme may be represented by one or more Global Notes or Global Note Certificates. Such Global Notes and Global Note Certificates will be deposited with a common depository for Euroclear and Clearstream, deposited with a nominee of DTC or lodged with the CMU (each of Euroclear, Clearstream, DTC and the CMU, a “Clearing System”).

Except in the circumstances described in the relevant Global Note or Global Note Certificate, investors will not be entitled to receive definitive Notes. The relevant Clearing System(s) will maintain records of the beneficial interests in the Global Notes and the Global Note Certificates. While the Notes are represented by one or more Global Notes or Global Note Certificates, investors will be able to trade their beneficial interests only through the Clearing Systems.



While the Notes are represented by one or more Global Notes or Global Note Certificates, the relevant Issuer will discharge its payment obligations under the Notes by making payments to the relevant Clearing Systems for distribution to their account holders. A holder of a beneficial interest in a Global Note or Global Note Certificate must rely on the procedures of the relevant Clearing System(s) to receive payments under the relevant Notes. The relevant Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Notes and the Global Note Certificates.

Holders of beneficial interests in the Global Notes and the Global Note Certificates will not have a direct right to vote in respect of the relevant Notes. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant Clearing System(s) to appoint appropriate proxies.

***Noteholders should be aware that Definitive Notes which have a denomination that is not an integral multiple of the minimum denomination may be illiquid and difficult to trade.***

Notes may be issued with a minimum denomination. The Pricing Supplement in relation to a Tranche of Notes may provide that, for so long as the Notes are represented by a Global Note or a Global Note Certificate and the relevant Clearing System(s) so permit, the Notes will be tradable in nominal amounts (a) equal to, or integral multiples of, the minimum denomination, and (b) the minimum denomination plus integral multiples of an amount lower than the minimum denomination.

Definitive Notes will only be issued (i) upon expiry of such period of notice as may be specified in the relevant Pricing Supplement; or (ii) upon demand at any time as 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 upon either of the following events occurs: (a) if the relevant Clearing System(s) is/are 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 13 (*Events of Default*) of the Terms and Conditions of the Notes occurs. The Pricing Supplement may provide that, if Definitive Notes are issued, such Notes will be issued in respect of all holdings of Notes equal to or greater than the minimum denomination. However, Noteholders should be aware that Definitive Notes that have a denomination that is not an integral multiple of the minimum denomination may be illiquid and difficult to trade. Definitive Notes will in no circumstances be issued to any person holding Notes in an amount lower than the minimum denomination and such Notes will be cancelled and holders will have no rights against the relevant Issuer (including rights to receive principal or interest or to vote) in respect of such Notes.

## **RISKS RELATING 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.

***The regulation and reform of “benchmarks” may adversely affect the value of Notes linked to or referencing such “benchmarks”.***

Interest rates and indices which are deemed to be “benchmarks” (including the euro interbank offered rate (“**EURIBOR**”)), are the subject of national and international regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Notes referencing such a benchmark.

Regulation (EU) 2016/1011 (the “**EU Benchmarks Regulation**”) applies, subject to certain transitional provisions, to the provision of benchmarks, the contribution of input data to a benchmark and the use of a benchmark within the EU. Among other things, it (i) requires benchmark administrators to be authorised or registered (or, if non-EU-based, to be subject to an equivalent regime or otherwise recognised or endorsed) and (ii) prevents certain uses by EU supervised entities of benchmarks of administrators that are not authorised or registered (or, if non-EU based, not deemed equivalent or recognised or endorsed). Regulation (EU) 2016/1011 as it forms part of domestic law by virtue of the EUWA (the “**UK Benchmarks Regulation**”) among other things, applies to the provision of benchmarks and the use of a benchmark in

the UK. Similarly, it prohibits the use in the UK by UK supervised entities of benchmarks of administrators that are not authorised by the FCA or registered on the FCA register (or, if non-UK based, not deemed equivalent or recognised or endorsed).

The EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable, could have a material impact on any Notes linked to or referencing a benchmark in particular, if the methodology or other terms of the benchmark are changed in order to comply with the requirements of the EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable. Such changes could, among other things, have the effect of reducing, increasing or otherwise affecting the volatility of the published rate or level of the relevant benchmark.

More broadly, any of the international or national reforms or the general increased regulatory scrutiny of benchmarks, could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any such regulations or requirements. The euro risk free-rate working group for the euro area has published a set of guiding principles and high level recommendations for fallback provisions in, amongst other things, new euro denominated cash products (including bonds) referencing EURIBOR. The guiding principles indicate, amongst other things, that continuing to reference EURIBOR in relevant contracts (without robust fallback provisions) may increase the risk to the euro area financial system. On 11 May 2021, the euro risk-free rate working group published its recommendations on EURIBOR fallback trigger events and fallback rates. Such factors may have (without limitation) the following effects on certain benchmarks: (i) discouraging market participants from continuing to administer or contribute to a benchmark; (ii) triggering changes in the rules or methodologies used in the benchmark and/or (iii) leading to the disappearance of the “benchmark”. Any of the above changes or any other consequential changes as a result of international or national reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on any Notes linked to, referencing, or otherwise dependent (in whole or in part) upon, a benchmark.

The Terms and Conditions of the Notes provide for certain fallback arrangements in the event that a Benchmark Event (as defined in the Terms and Conditions of the Notes) occurs, including if an inter-bank offered rate (such as EURIBOR) or other relevant reference rate (which could include, without limitation, any mid-swap rate), and/or any page on which such benchmark may be published (or any successor service) becomes unavailable, or if any Paying Agent, Calculation Agent, the relevant Issuer or other party is no longer permitted lawfully to calculate interest on any Notes by reference to such benchmark. Such fallback arrangements include the possibility that the rate of interest could be set by reference to a Successor Rate or an Alternative Reference Rate (both as defined in the Terms and Conditions of the Notes), with the application of an Adjustment Spread (as defined in the Terms and Conditions of the Notes). Adjustment Spread is (i) the spread or a formula or methodology for calculating a spread which is formally recommended in relation to the replacement of the Reference Rate (as defined in the Terms and Conditions of the Notes) with the Successor Rate by any Relevant Nominating Body (as defined in the Terms and Conditions of the Notes); (ii) if no such recommendation has been made or in the case of an Alternative Reference Rate, the spread, formula or methodology which the Independent Adviser (as defined in the Terms and Conditions of the Notes) (in consultation with the relevant Issuer) or the relevant Issuer (acting in a reasonable manner) (as applicable) determines is recognised or acknowledged as being in customary market usage in international debt capital markets transactions which reference the Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Reference Rate (as applicable); or (iii) if the Independent Adviser (in consultation with the relevant Issuer) or the relevant Issuer (acting in a reasonable manner) (as applicable) determines that no such customary market usage is recognised or acknowledged, the spread, formula or methodology which the Independent Adviser (in consultation with the relevant Issuer) or the relevant Issuer in its discretion (as applicable), determines (acting in a reasonable manner) to be appropriate, having regard to the objective, so far as is reasonably practicable in the circumstances, of reducing or eliminating any economic prejudice or benefit (as the case may be) to the Noteholders. There is no guarantee that any Adjustment Spread will be determined or applied. If no Adjustment Spread is determined, a Successor Rate or Alternative Reference Rate may nonetheless be used to determine the Rate of Interest.

The use of any such Successor Rate or Alternative Reference Rate or, if applied, Adjustment Spread to determine the Rate of Interest may result in Notes linked to or referencing the initial inter-bank offered rate or other relevant reference rate performing differently (including paying a lower Rate of Interest) than they would do if the initial inter-bank offered rate or other relevant reference rate (as applicable) were to continue to apply in its current form.



Under these fallback arrangements, the relevant Issuer will use all reasonable endeavours to appoint, as soon as reasonably practicable, an Independent Adviser (as defined in the Terms and Conditions of the Notes) to determine the Successor Rate or Alternative Reference Rate (as applicable) no later than five Business Days (as defined in the Terms and Conditions of the Notes) prior to the relevant Interest Determination Date (the “**IA Determination Cut-off Date**”), but in the event that the relevant Issuer (acting in a reasonable manner) is unable to appoint an Independent Adviser, or such Independent Adviser fails to determine the Successor Rate or Alternative Reference Rate (as applicable), prior to the relevant IA Determination Cut-off Date, the relevant Issuer (acting in a reasonable manner) will have discretion to, amongst other things, determine the relevant Successor Rate or Alternative Reference Rate (as applicable). There can be no assurance that such Successor Rate or Alternative Reference Rate (as applicable) determined by the relevant Issuer will be set at a level which is on terms commercially acceptable to all Noteholders.

Furthermore, in certain circumstances, the ultimate fallback for the purposes of calculation of Rate of Interest for a particular Interest Period may result in the Rate of Interest for the last preceding Interest Period being used. This may result in the effective application of a fixed rate for Floating Rate Notes based on the rate which was last observed on the Relevant Screen Page. Due to the uncertainty concerning the availability of Successor Rates and Alternative Reference Rates, any determinations that may need to be made by the relevant Issuer and the involvement of an Independent Adviser, entails a risk that the relevant fallback provisions may not operate as intended at the relevant time. Moreover, any of the above matters or any other significant change to the setting or existence of any relevant reference rate could affect the ability of the relevant Issuer to meet its obligations under the Floating Rate Notes or could have a material adverse effect on the value or liquidity of, and the amount payable under, the Floating Rate Notes.

Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by the EU Benchmarks Regulation, the UK Benchmarks Regulation or any other international or national reforms, in making any investment decision with respect to any Notes referencing a benchmark.

***The use of Secured Overnight Financing Rate (“SOFR”) as a reference rate is subject to important limitations.***

The rate of interest on the Floating Rate Notes may be calculated on the basis of SOFR (as further described under Condition 6(d) of the Conditions).

In June 2017, the New York Federal Reserve’s Alternative Reference Rates Committee (the “**ARRC**”) announced SOFR as its recommended alternative to U.S. dollar LIBOR. However, the composition and characteristics of SOFR are not the same as those of LIBOR. SOFR is a broad U.S. Treasury repo-financing rate that represents overnight secured funding transactions. This means that SOFR is fundamentally different from LIBOR for two key reasons. First, SOFR is a secured rate, while LIBOR is an unsecured rate. Second, SOFR is an overnight rate, while LIBOR represents interbank funding over different maturities. As a result, there can be no assurance that SOFR will perform in the same way as LIBOR would have at any time, including, without limitation, as a result of changes in interest and yield rates in the market, market volatility or global or regional economic, financial, political, or regulatory events. For example, since publication of SOFR began in April 2018, daily changes in SOFR have, on occasion, been more volatile than daily changes in comparable benchmark or other market rates.

As SOFR is an overnight funding rate, interest on SOFR-based Notes with interest periods longer than overnight will be calculated on the basis of either the arithmetic mean of SOFR over the relevant interest period or compounding SOFR during the relevant interest period. As a consequence of this calculation method, the amount of interest payable on each interest payment date will only be known a short period of time prior to the relevant interest payment date. Noteholders therefore will not know in advance the interest amount which will be payable on such Notes.

Although the Federal Reserve Bank of New York has published historical indicative SOFR information going back to 2014, such prepublication of historical data inherently involves assumptions, estimates and approximations. Noteholders should not rely on any historical changes or trends in the SOFR as an indicator of future changes in the SOFR.

The Federal Reserve Bank of New York notes on its publication page for SOFR that use of the SOFR is subject to important limitations and disclaimers, including that the Federal Reserve Bank of New York may alter the methods of calculation, publication schedule, rate revision practices or availability of the SOFR at any time without notice. In addition, SOFR is published by the Federal Reserve Bank of New York based on data received from other sources. The Bank has no control over its determination, calculation or publication. There can be no guarantee that the SOFR will not be discontinued or fundamentally altered in a manner that is materially adverse to the interests of the Noteholders. If the manner in which the SOFR is calculated is changed or if SOFR is discontinued, that change or discontinuance may result in a reduction or elimination of the amount of interest payable on the Notes and a reduction in the trading prices of the Notes which would negatively impact the Noteholders who could lose part of their investment.

The Terms and Conditions of the Notes provide for certain fallback arrangements in the event that a SOFR Benchmark Event occurs, which is based on the ARRC recommended language. There is however no guarantee that the fallback arrangements will operate as intended at the relevant time or operate on terms commercially acceptable to all Noteholders. Any of the fallbacks may result in interest payments that are lower than, or do not otherwise correlate over time with, the payments that would have been made on the Notes if SOFR had been provided by the Federal Reserve Bank of New York in its current form. Investors should consult their own independent advisers and make their own assessment about the potential risks in making any investment decision with respect to any Notes linked to SOFR.

***The market continues to develop in relation to SOFR as a reference rate for Floating Rate Notes.***

Investors should be aware that the market continues to develop in relation to SOFR as a reference in the capital markets and its adoption as an alternative to U.S. dollar LIBOR. Market participants and relevant working groups are exploring alternative reference rates based on SOFR (which seek to measure the market's forward expectation of a SOFR rate over a designated term). The market or a significant part thereof may adopt an application of SOFR that differs significantly from that set out in the Terms and Conditions of the Notes. In addition, the manner of adoption or application of SOFR in the bond markets may differ materially compared with the application and adoption of SOFR in other markets, such as the derivatives and loan markets. Investors should carefully consider how any mismatch between the adoption of SOFR in the bond, loan and derivatives markets may impact any hedging or other financial arrangements which they may put in place in connection with any acquisition, holding or disposal of Notes referencing SOFR. In addition, the development of SOFR as an interest reference rate for the bond markets, as well as continued development of SOFR-based rates, indices and averages for such markets and the market infrastructure for adopting such rates, could result in reduced liquidity or increased volatility or could otherwise affect the market price of Notes referencing SOFR. Similarly, if SOFR do not prove widely used in securities such as the Notes referencing SOFR, investors may not be able to sell such Notes referencing SOFR at all or the trading price of the Notes referencing SOFR may be lower than those of bonds linked to indices that are more widely used.

The use of SOFR as a reference rate for bonds is nascent, and may be subject to change and development, both in terms of the substance of the calculation and in the development and adoption of market infrastructure for the issuance and trading of bonds referencing such rates. Notes referencing SOFR may have no established trading market when issued, and an established trading market may never develop or may not be very liquid which, in turn, may reduce the trading price of such Notes or mean that investors in such Notes may not be able to sell such Notes at all or may not be able to sell such Notes at prices that will provide them with a yield comparable to similar investments that have a developed secondary market, and may consequently suffer from increased pricing volatility and market risk. Investors should consider these matters when making their investment decision with respect to Notes referencing SOFR.

***Notes subject to optional redemption by the relevant Issuer may have a lower market value than Notes that cannot be redeemed.***

The Notes may be redeemed at the option of the relevant Issuer pursuant to Condition 9(b) (*Redemption for tax reasons*) and Condition 9(c) (*Redemption at the option of the Issuer*) of the Terms and Conditions of the Notes. 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 generally will not rise substantially above the price at which they can be redeemed. This also may 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 generally would 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 have features which are different from single currency issues.***

The relevant 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) 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.

***Failure by an investor to pay a subsequent instalment of partly paid Notes may result in an investor losing all of its investment.***

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

***The market price of variable rate Notes with a multiplier or other leverage factor may be volatile.***

Notes with variable interest rates can be volatile securities. 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 such features.

Inverse Floating Rate Notes are typically more volatile than conventional floating rate debt. Inverse Floating Rate Notes have an interest rate equal to a fixed rate minus a rate based upon a reference rate such as the LIBOR. The market values of such Notes typically are 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.

***Notes carrying an interest rate which may be converted from fixed to floating interest rates and vice versa, may have lower market values than other 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. The relevant 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.

***The market prices of Notes issued at a substantial discount or premium tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest bearing securities.***

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.

***Investors may lose part or all of their investment in any Index-Linked Notes issued.***

If, in the case of a particular Tranche of Notes, the relevant Pricing Supplement specifies that the Notes are Index-Linked Notes or variable redemption amount Notes, there is a risk that the investor may lose the value of its entire investment or part of it.

### ***Gains on the transfer of the 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 the 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. The PRC Enterprise Income Tax Law levies EIT at the rate of 20 per cent. of the PRC-sourced gains derived by such non-PRC resident enterprise from the transfer of Notes but its implementation rules have reduced the EIT rate to 10 per cent. The PRC Individual Income Tax Law levies IIT at a rate of 20 per cent. of the PRC-sourced gains derived by such non-PRC resident individual Holder from the transfer of Notes.

However, uncertainty remains as to whether the gain realised from the transfer of Notes by non-PRC resident enterprise or individual Holders would be treated as income derived from sources within the PRC and thus become 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. If such gains are determined as income sourced in the PRC by the relevant PRC tax authorities, (i) the non-PRC resident enterprise Noteholders may be subject to PRC enterprise income tax at the rate of 10 per cent. of the gains derived by such non-PRC resident enterprise Noteholders and (ii) the non-PRC resident individual Noteholders may be subject to PRC individual income tax at the rate of 20 per cent. of the gains derived by such non-PRC resident individual Noteholders. 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 capital gains derived from a sale or exchange of the Notes.

Therefore, if enterprise or individual resident Holders which are non-PRC residents are required to pay PRC income tax on gains derived from the transfer of Notes, unless there is an applicable tax treaty between PRC and the jurisdiction in which such non-PRC enterprise or individual Holders of Notes reside that reduces or exempts the relevant EIT or IIT, the value of their investment in Notes may be materially and adversely affected.

### **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 Tranche, such Tranche is to be consolidated with and form a single series with a Tranche 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 Issuer. 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 may be made to the Hong Kong Stock Exchange or another stock exchange for the Notes issued under the Programme to be admitted to listing on the Hong Kong Stock Exchange or such other stock exchange, there is no assurance that such application will be accepted, that any particular Tranche 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 Tranche of Notes.

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

The relevant Issuer 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.

## **RISKS RELATING TO RENMINBI DENOMINATED NOTES**

Notes denominated in Renminbi (the “**Renminbi Notes**”) may be issued under the Programme. Renminbi Notes contain particular risks for potential investors.

*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 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 into and out of the PRC for the settlement of capital account items, such as capital contributions, debt financing and securities investment, 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 and out of the PRC for settlement of capital account items are being adjusted from time to time to match the policies of the PRC Government.

Although the PBOC has implemented policies improving accessibility to Renminbi to settle cross-border transactions in the past, there is no assurance that the PRC Government will liberalise control over cross-border remittance of Renminbi in the future, that the 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. Despite Renminbi internationalisation pilot programme and efforts in recent years to internationalise the currency, there can be no assurance that the PRC Government will not impose interim or long-term restrictions on the cross-border remittance of Renminbi. 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 the relevant Issuer 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 the relevant Issuer's ability to source Renminbi outside the PRC to service Renminbi Notes.***

As a result of the restrictions by the PRC Government on cross-border Renminbi fund flows, the availability of Renminbi outside the PRC is limited. While the PBOC has entered into agreements (the “**Settlement Arrangements**”) on the clearing of Renminbi business with financial institutions (the “**Renminbi Clearing Banks**”) in a number of financial centres and cities, including but not limited to Hong Kong, it has established the Cross-Border Inter-Bank Payments System (CIPS) to facilitate cross-border Renminbi settlement and is further in the process of establishing Renminbi clearing and settlement mechanisms in several other jurisdictions, 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, although PBOC has gradually allowed participating banks to access the PRC's onshore inter-bank market for the purchase and sale of Renminbi. The Renminbi Clearing Banks only have limited 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 cases where the participating banks cannot source sufficient Renminbi through the above channels, they will need to source Renminbi from outside the PRC to square such open positions.

The offshore Renminbi market 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 which will 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 the relevant Issuer is required to source Renminbi in the offshore market to service its Renminbi Notes, there is no assurance that the relevant Issuer 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. The PBOC has in recent years implemented changes to the way it calculates the Renminbi's daily mid-point against the U.S. dollar to take into account market-maker quotes before announcing such daily mid-point. This change, and others that may be implemented, may increase the volatility in the value of the Renminbi against foreign currencies. All payments of interest and principal will be made in Renminbi with respect to Renminbi Notes 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 foreign currency, the value of the investment made by a holder of the Renminbi Notes in that foreign currency will decline.

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

All 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 Note Certificates held with the common depository for Clearstream and Euroclear, deposited with a custodian of DTC or any alternative clearing system, by transfer to a Renminbi bank account maintained in Hong Kong or a financial centre in which a Renminbi Clearing Bank clears and settles Renminbi, if so specified in the Pricing Supplement, (ii) for so long as the Renminbi Notes are represented by Global Note Certificates lodged with a sub-custodian for or registered with the CMU, by transfer to a Renminbi bank account maintained in Hong Kong in accordance with prevailing CMU rules and procedures or (iii) for so long as the Renminbi Notes are in definitive form, by transfer to a Renminbi bank account maintained in Hong Kong or a financial centre in which a Renminbi Clearing Bank clears and settles Renminbi, if so specified in the Pricing Supplement in accordance with prevailing rules and regulations. The relevant Issuer cannot be required to make payment by any other means (including in any other currency or by transfer to a bank account in the PRC).



## **USE OF PROCEEDS**

The net proceeds from each issue of Notes will be used for general corporate purposes of the relevant Issuer. 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

The Notes of each Series will be in either bearer form, with or without interest coupons attached, or registered form, without interest coupons attached. Bearer Notes will be issued outside the United States in reliance on Regulation S under the Securities Act and Registered Notes will be issued both outside the United States in reliance on the exemption from registration provided by Regulation S and within the United States in reliance on Rule 144A or otherwise in private transactions that are exempt from the registration requirements of the Securities Act.

### BEARER NOTES

Each Tranche of Notes 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**”), 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 (each a “**Global Note**”) will be deposited on or around the issue date of the relevant Tranche of the Notes with a depository or a common depository for Euroclear Bank SA/NV as operator of the Euroclear System (“**Euroclear**”) and/or Clearstream Banking S.A. (“**Clearstream**”) and/or any other relevant clearing system, and/or a sub-custodian for the CMU.

In the case of each Tranche of Bearer Notes, the relevant Pricing Supplement will also specify whether United States 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 U.S. Internal Revenue Code of 1986, as amended) (the “**TEFRA C Rules**”) or United States Treasury Regulation §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 “**TEFRA 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 TEFRA C Rules nor the TEFRA 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 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 Tranche 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 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 Issuing and Paying Agent; and
- (ii) receipt by the Issuing and Paying Agent of a certificate or certificates of non-U.S. beneficial ownership.

The principal amount of Notes represented by the Permanent Global Note shall be equal to the aggregate of the principal amounts specified in the certificates of non-U.S. beneficial ownership provided, however, that in no circumstances shall the principal amount of Notes represented by the Permanent Global Note exceed the initial principal amount of Notes represented by the Temporary Global Note.

The CMU may require that any such exchange for a Permanent Global Note is made in whole and not in part and in such event, no such exchange will be effected until all relevant account holders (as set out in a CMU Instrument Position Report (as defined in the rules of the CMU) or any other relevant notification supplied to the CMU Lodging and Paying Agent by the CMU) have so certified.

If:

- (a) the Permanent Global Note has not been delivered or the principal amount thereof increased by 5:00 p.m. (Luxembourg time) on the seventh day after the bearer of the Temporary Global Note has requested exchange of an interest in the Temporary Global Note for an interest in a Permanent Global Note; or
- (b) the Temporary Global Note (or any part thereof) has become due and payable in accordance with the Terms and Conditions of the Notes or the date for final redemption of the Temporary Global Note has occurred and, in either case, payment in full of the amount of principal falling due with all accrued interest thereon has not been made to the bearer of the Temporary Global Note in accordance with the terms of the Temporary Global Note on the due date for payment,

then the Temporary Global Note (including the obligation to deliver a Permanent Global Note) will become void at 5:00 p.m. (Luxembourg time) on such seventh day (in the case of (a) above) or at 5:00 p.m. (Luxembourg time) on such due date (in the case of (b) above) and the bearer of the Temporary Global Note will have no further rights thereunder (but without prejudice to the rights which the bearer of the Temporary Global Note or others may have under the Deed of Covenant).

The Permanent Global Note will become exchangeable, in whole but not in part only and at the request of the bearer of the Permanent Global Note, for Bearer Notes in definitive form (“**Definitive Notes**”):

- (a) on the expiry of such period of notice as may be specified in the Pricing Supplement; or
- (b) at any time, if so specified in the Pricing Supplement; or
- (c) if the Pricing Supplement specifies “in the limited circumstances described in the Permanent Global Note”, then if either of the following events occurs:
  - (i) Euroclear or Clearstream or the CMU 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
  - (ii) any of the circumstances described in Condition 13 (*Events of Default*) occurs.

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 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 Issuing and Paying Agent within 30 days of the bearer requesting such exchange.

If:

- (a) Definitive Notes have not been duly delivered by 5:00 p.m. (Luxembourg time) on the thirtieth day after the bearer has requested exchange of the Permanent Global Note for Definitive Notes; or
- (b) the Permanent Global Note was originally issued in exchange for part only of a Temporary Global Note representing the Notes and such Temporary Global Note becomes void in accordance with its terms; or
- (c) the Permanent Global Note (or any part thereof) has become due and payable in accordance with the Terms and Conditions of the Notes or the date for final redemption of the Permanent Global Note has occurred and, in either case, payment in full of the amount of principal falling due with all accrued interest thereon has not been made to the bearer in accordance with the terms of the Permanent Global Note on the due date for payment,

then the Permanent Global Note (including the obligation to deliver Definitive Notes) will become void at 5:00 p.m. (Luxembourg time) on such thirtieth day (in the case of (a) above) or at 5:00 p.m. (Luxembourg time) on the date on which such Temporary Global Note becomes void (in the case of (b) above) or at 5:00 p.m. (Luxembourg time) on such due date (in the case of (c) above) and the bearer of the Permanent Global Note will have no further rights thereunder (but without prejudice to the rights which the bearer of the Permanent Global Note or others may have under the Deed of Covenant).

## **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 TEFRA C Rules are applicable or that neither the TEFRA C Rules or the TEFRA 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 Tranche 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 TEFRA D Rules are applicable, then the Notes will initially be 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 Tranche 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 Issuing and Paying Agent within 30 days of the bearer requesting such exchange.

If:

- (a) Definitive Notes have not been duly delivered by 5:00 p.m. (Luxembourg time) on the thirtieth day after the bearer has requested exchange of the Temporary Global Note for Definitive Notes; or
- (b) the Temporary Global Note (or any part thereof) has become due and payable in accordance with the Terms and Conditions of the Notes or the date for final redemption of the Temporary Global Note has occurred and, in either case, payment in full of the amount of principal falling due with all accrued interest thereon has not been made to the bearer in accordance with the terms of the Temporary Global Note on the due date for payment,

then the Temporary Global Note (including the obligation to deliver Definitive Notes) will become void at 5:00 p.m. (Luxembourg time) on such thirtieth day (in the case of (a) above) or at 5:00 p.m. (Luxembourg time) on such due date (in the case of (b) above) and the bearer of the Temporary Global Note will have no further rights thereunder (but without prejudice to the rights which the bearer of the Temporary Global Note or others may have under the Deed of Covenant).

## **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 in the form of a Permanent Global Note which will be exchangeable in whole, but not in part, for Definitive Notes:

- (a) on the expiry of such period of notice as may be specified in the relevant Pricing Supplement; or
- (b) at any time, if so specified in the relevant Pricing Supplement; or
- (c) if the relevant Pricing Supplement specifies “in the limited circumstances described in the Permanent Global Note”, then if either of the following events occurs:
  - (i) Euroclear or Clearstream or the CMU 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
  - (ii) any of the circumstances described in Condition 13 (*Events of Default*) occurs.

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 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 Issuing and Paying Agent within 30 days of the bearer requesting such exchange.

If:

- (a) Definitive Notes have not been duly delivered by 5:00 p.m. (Luxembourg time) on the thirtieth day after the bearer has requested exchange of the Permanent Global Note for Definitive Notes; or
- (b) the Permanent Global Note (or any part thereof) has become due and payable in accordance with the Terms and Conditions of the Notes or the date for final redemption of the Permanent Global Note has occurred and, in either case, payment in full of the amount of principal falling due with all accrued interest thereon has not been made to the bearer in accordance with the terms of the Permanent Global Note on the due date for payment,

then the Permanent Global Note (including the obligation to deliver Definitive Notes) will become void at 5:00 p.m. (Luxembourg time) on such thirtieth day (in the case of (a) above) or at 5:00 p.m. (Luxembourg time) on such due date (in the case of (b) above) and the bearer of the Permanent Global Note will have no further rights thereunder (but without prejudice to the rights which the bearer of the Permanent Global Note or others may have under the Deed of Covenant).

## **RIGHTS UNDER DEED OF COVENANT**

Under the Deed of Covenant, persons shown in the records of Euroclear and/or Clearstream and/or the CMU and/or any other relevant clearing system as being entitled to an interest in a Temporary Global Note or a Permanent Global Note which becomes void will acquire directly against the relevant Issuer all those rights to which they would have been entitled if, immediately before the Temporary Global Note or Permanent Global Note became void, they had been the holders of Definitive Notes in an aggregate principal amount equal to the principal amount of Notes they were shown as holding in the records of Euroclear and/or Clearstream and/or the CMU and/or any other relevant clearing system.

## **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 Tranche of Bearer Notes having a maturity of more than 365 days, the Notes in global form, the 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 INTERNAL REVENUE CODE.”

## **REGISTERED NOTES**

Each Tranche of Registered Notes will be in the form of 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 Global Note Certificate will be deposited on or around the relevant issue date with a depository or a common depository for Euroclear and/or Clearstream and/or any other relevant clearing system and registered in the name of a nominee for such depository and will be exchangeable for Individual Note Certificates in accordance with its terms.

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

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 in the form of a Global Note Certificate which will be exchangeable in whole, but not in part, for Individual Note Certificates:

- (a) on the expiry of such period of notice as may be specified in the relevant Pricing Supplement; or
- (b) at any time, if so specified in the relevant Pricing Supplement; or
- (c) if the relevant Pricing Supplement specifies “in the limited circumstances described in the Global Note Certificate”, then if either of the following events occurs:
  - (i) 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 depository 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 of such ineligibility on the part of DTC;
  - (ii) Euroclear or Clearstream or the CMU or any other relevant clearing system (other than DTC) 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
  - (iii) any of the circumstances described in Condition 13 (*Events of Default*) occurs.

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 “*Subscription and Sale*” and “*Transfer Restrictions*”.



Whenever the 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 (including, without limitation, the names and addresses of the persons in whose names the Individual Note Certificates are to be registered and the principal amount of each such person's holding) 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 Agency Agreement and the regulations concerning the transfer and registration of Notes scheduled thereto 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.

If:

- (a) Individual Note Certificates have not been delivered by 5:00 p.m. (Luxembourg time) on the thirtieth day after they are due to be issued and delivered in accordance with the terms of the Global Note Certificate; or
- (b) any of the Notes represented by a Global Note Certificate has become due and payable in accordance with the Terms and Conditions of the Notes or the date for final redemption of the Notes has occurred and, in either case, payment in full of the amount of principal falling due with all accrued interest thereon has not been made to the holder of the Global Note Certificate in accordance with the terms of the Global Note Certificate on the due date for payment,

then the Global Note Certificate (including the obligation to deliver Individual Note Certificates) will become void at 5:00 p.m. (Luxembourg time) on such thirtieth day (in the case of (a) above) or at 5:00 p.m. (Luxembourg time) on such due date (in the case of (b) above) and the holder of the Global Note Certificate will have no further rights thereunder (but without prejudice to the rights which the holder of the Global Note Certificate or others may have under the Deed of Covenant. Under the Deed of Covenant, persons shown in the records of Euroclear and/or Clearstream and/or any other relevant clearing system as being entitled to an interest in a Global Note Certificate will acquire directly against the relevant Issuer all those rights to which they would have been entitled if, immediately before the Global Note Certificate became void, they had been the holders of Individual Note Certificates in an aggregate principal amount equal to the principal amount of Notes they were shown as holding in the records of Euroclear and/or Clearstream and/or any other relevant clearing system.

## **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.

## **CMU**

The CMU 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 Exchange Fund Bills and Notes Clearing and Settlement Service securities and capital markets instruments (together as "**CMU Instruments**") which are specified in the CMU Reference Manual as capable of being held within the CMU.

The CMU is only available to CMU Instruments 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 is open to financial institutions regulated by Hong Kong Monetary Authority, Securities and Futures Commission, Insurance Authority or Mandatory Provident Fund Schemes Authority. For further details on the full range of the CMU's custodial services, please refer to the CMU Reference Manual.

The CMU has an income distribution service which is a service offered by the CMU to facilitate the distribution of interest, coupon or redemption proceeds (collectively, the “**income proceeds**”) by CMU Members who are paying agents to the legal title holders of CMU Instruments via the CMU system. Furthermore, the CMU has a corporate action platform which allows an issuer (or its agent) to make an announcement/notification of a corporate action and noteholders to submit the relevant certification. For further details, please refer to the CMU Reference Manual.

An investor holding an interest through an account with either Euroclear or Clearstream in any Notes held in the CMU will hold that interest through the respective accounts which Euroclear and Clearstream each have with the CMU.

## TERMS AND CONDITIONS OF THE NOTES

*The following is the text of the terms and conditions which, as supplemented, amended and/or replaced 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

Industrial and Commercial Bank of China Limited (the “**Bank**”) has established a Global Medium Term Note Programme (the “**Programme**”) for the issuance of up to U.S.\$20,000,000,000 in aggregate principal amount of notes (the “**Notes**”).

#### (b) Pricing Supplement

Notes issued under the Programme are issued in series (each a “**Series**”) and each Series may comprise one or more tranches (each a “**Tranche**”) of Notes. Each Tranche is the subject of a pricing supplement (the “**Pricing Supplement**”) which supplements these terms and conditions (the “**Conditions**”). The terms and conditions applicable to any particular Tranche of Notes are these Conditions as supplemented, amended and/or replaced by the relevant Pricing Supplement. In the event of any inconsistency between these Conditions and the relevant Pricing Supplement, the relevant Pricing Supplement shall prevail. Each Series of Notes may be issued by the Bank or any branch of the Bank (each a “**Branch Issuer**”), as specified in the relevant Pricing Supplement.

#### (c) Agency Agreement

The Notes are the subject of a fiscal, issuing and paying agency agreement dated 27 May 2021, as amended and/or supplemented from time to time (the “**Agency Agreement**”) between the Bank (on behalf of itself and each Branch Issuer) and The Hongkong and Shanghai Banking Corporation Limited as issuing and paying agent (the “**Issuing and Paying Agent**”, which expression includes any successor issuing and paying agent appointed from time to time in connection with the Notes), as registrar (the “**Registrar**”, which expression includes any successor registrar appointed from time to time in connection with the Notes), HSBC Bank USA, National Association as U.S. issuing and paying agent (the “**U.S. Issuing and Paying Agent**”, which expression includes any successor U.S. issuing and paying agent appointed from time to time in connection with the Notes), as U.S. transfer agent (the “**U.S. Transfer Agent**”, which expression includes any successor U.S. transfer agent appointed from time to time in connection with the Notes) and U.S. registrar (the “**U.S. Registrar**”, which expression includes any successor U.S. registrar appointed from time to time in connection with the Notes), and The Hongkong and Shanghai Banking Corporation Limited 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 Issuing and Paying Agent, the U.S. Issuing and 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) and the transfer agents named therein (together with the Registrar, the U.S. Transfer Agent and the U.S. Registrar, the “**Transfer Agents**”, which expression includes any successor or additional transfer agents appointed from time to time in connection with the Notes). 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. For the purposes of these Conditions, all references (other than in relation to the determination of interest and other amounts payable in respect of the Notes) to the Issuing and Paying Agent shall, with respect to a Series of Notes to be held in the CMU (as defined below), be deemed to be a reference to the CMU Lodging and Paying Agent and all such references shall be construed accordingly.

**(d) Deed of Covenant**

The Notes may be issued in bearer form (“**Bearer Notes**”), or in registered form (“**Registered Notes**”). Registered Notes are constituted by a deed of covenant dated 27 May 2021, as amended and/or supplemented from time to time (the “**Deed of Covenant**”) entered into by the Bank (on behalf of itself and each Branch Issuer).

**(e) The 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 Agency Agreement and the Deed of Covenant 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 Agency Agreement and the Deed of Covenant applicable to them. Copies of the Agency Agreement and the Deed of Covenant are available for inspection by Noteholders during normal business hours at the Specified Offices of each of the Agents, the initial Specified Offices of which are set out below.

**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;

“**Adjustment Spread**” means (a) a spread (which may be positive or negative or zero) or (b) a formula or methodology for calculating a spread, in each case required to be applied to the Successor Rate or the Alternative Reference Rate (as applicable) and is the spread, formula or methodology which:

- (i) in the case of a Successor Rate, is formally recommended in relation to the replacement of the Reference Rate with the Successor Rate by any Relevant Nominating Body; or
- (ii) in the case of a Successor Rate for which no such recommendation has been made or in the case of an Alternative Reference Rate, the Independent Adviser (in consultation with the Issuer) or the Issuer (acting in a reasonable manner) (as applicable) determines is recognised or acknowledged as being in customary market usage in international debt capital markets transactions which reference the Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Reference Rate (as applicable); or
- (iii) if the Independent Adviser (in consultation with the Issuer) or the Issuer (acting in a reasonable manner) (as applicable) determines that no such customary market usage is recognised or acknowledged, the Independent Adviser (in consultation with the Issuer) or the Issuer in its discretion (as applicable), determines (acting in a reasonable manner) to be appropriate, having regard to the objective, so far as is reasonably practicable in the circumstances and solely for the purposes of this sub-paragraph (iii) only, of reducing or eliminating any economic prejudice or benefit (as the case may be) to the Noteholders and Couponholders;

**“Alternative Reference Rate”** means the rate that the Independent Adviser or the Issuer (as applicable) determines has replaced the relevant Reference Rate in customary market usage in the international debt capital markets for the purposes of determining rates of interest in respect of bonds denominated in the Specified Currency and of a comparable duration to the relevant Interest Period, or, if the Independent Adviser or the Issuer (as applicable) determines that there is no such rate, such other rate as the Independent Adviser or the Issuer (as applicable) determines in its discretion (acting in a reasonable manner) is most comparable to the relevant Reference Rate;

**“Benchmark Event”** means, in respect of a Reference Rate for Notes (other than Notes where the Reference Rate is specified as being SOFR Benchmark):

- (i) such Reference Rate ceasing to be published for a period of at least five Business Days or ceasing to exist;
- (ii) a public statement by the administrator of such Reference Rate that it has ceased or will cease publishing such Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of such Reference Rate);
- (iii) a public statement by the supervisor of the administrator of such Reference Rate that such Reference Rate has been or will be permanently or indefinitely discontinued;
- (iv) a public statement by the supervisor of the administrator of such Reference Rate that means such Reference Rate will be prohibited from being used either generally or in respect of the Notes or that its use will be subject to restrictions or adverse consequences;
- (v) a public statement by the supervisor of the administrator of such Reference Rate that, in the view of such supervisor, such Reference Rate is no longer representative of an underlying market or the methodology to calculate such Reference Rate has materially changed; or
- (vi) it has become unlawful for any Paying Agent, the Calculation Agent, the Issuer or other party to calculate any payments due to be made to any Noteholder or Couponholder using such Reference Rate,

provided that in the case of sub-paragraphs (ii), (iii) and (iv) of this definition, the Benchmark Event shall occur on the date of the cessation of publication of such Reference Rate, the discontinuation of such Reference Rate, or the prohibition of use of such Reference Rate, as the case may be, and not the date of the relevant public statement;

**“Business Day”** 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 Hongkong and Shanghai Banking Corporation Limited or such other Person 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;

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

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

**“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 (I) the actual number of days in such Regular Period and (II) 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 (I) the actual number of days in such Regular Period and (II) the number of Regular Periods in any year;
- (ii) if “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:

“Y<sub>1</sub>” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y<sub>2</sub>” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M<sub>1</sub>” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M<sub>2</sub>” is the calendar month, expressed as number, in which the day immediately following the last day included in the Calculation Period falls;

“D<sub>1</sub>” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D<sub>1</sub> will be 30; and

“D<sub>2</sub>” 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 D<sub>1</sub> is greater than 29, in which case D<sub>2</sub> 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:

“Y<sub>1</sub>” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y<sub>2</sub>” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M<sub>1</sub>” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M<sub>2</sub>” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“D<sub>1</sub>” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D<sub>1</sub> will be 30; and

“D<sub>2</sub>” 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 D<sub>2</sub> 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:

“Y<sub>1</sub>” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“Y<sub>2</sub>” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“M<sub>1</sub>” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“M<sub>2</sub>” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“D<sub>1</sub>” 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 D<sub>1</sub> will be 30; and

“D<sub>2</sub>” 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 D<sub>2</sub> 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 and its successors;

“**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 given in the Agency Agreement;

“**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;

“**Fitch**” means Fitch Ratings Ltd., a subsidiary of the Fitch Group, a jointly owned subsidiary of Fimalac, S.A. and Hearst Corporation, and its successors;

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

“**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;

“**Independent Adviser**” means an independent financial institution of international repute or other independent financial adviser of recognised standing and with appropriate expertise, in each case appointed by the Issuer at its own expense;

“**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 or the Branch Issuer, as specified in the relevant Pricing Supplement;

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

“**Material Subsidiary**” means a Subsidiary of the Bank whose total assets or total revenue (consolidated in the case of a Subsidiary which has Subsidiaries) 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 these 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.

“**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;

“**Moody’s**” means Moody’s Investors Service, Inc. and its affiliates and successors;

“**NDRC**” means the National Development and Reform Commission;

“**Noteholder**”, in the case of Bearer Notes, has the meaning given in Condition3(b) (Form, Denomination, Title and Transfer – Title to Bearer Notes) and, in the case of Registered Notes, has the meaning given in Condition3(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;

“**Payment Business Day**” means:

(i) if the currency of payment is euro, any day which is:

- (A) a day on which 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) in the case of payment by transfer to an account, 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

(ii) if the currency of payment is not euro, any day which is:

- (A) a day on which 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) 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**” includes any individual, company, state owned enterprise, corporation, firm, partnership, joint venture, undertaking, association, organisation, trust, state or agency of a state or other entity (in each case whether or not being a separate legal entity);

“**PRC**” means the People’s Republic of China (which for the purposes of these Conditions shall not include Hong Kong, the Macau Special Administrative Region or 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; and
- (ii) in relation to Renminbi, it means Hong Kong or the principal financial centre as is specified in the relevant Pricing Supplement;

**“Public External Indebtedness”** means any indebtedness of the Issuer (or, for the purposes of Condition 13(c) (Cross-default), any of the Bank’s Subsidiaries), or any guarantee or indemnity by the Issuer 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 issued outside the PRC and 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;

**“Rating Agency”** means (a) S&P, (b) Moody’s or (c) Fitch, provided that if S&P, Moody’s or Fitch shall not make a rating of the Notes publicly available, a nationally recognised securities rating agency or agencies, as the case may be, selected by the Issuer;

**“Redemption Amount”** means, as appropriate, the Final Redemption Amount, the Early Redemption Amount (Tax), 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;

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

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

**“Register”** has the meaning given in the Agency Agreement;

**“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 Issuing and Paying Agent 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 Nominating Body**” means, in respect of a reference rate:

- (i) the central bank for the currency to which the reference rate relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the reference rate; or
- (ii) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (a) the central bank for the currency to which the reference rate relates, (b) any central bank or other supervisory authority which is responsible for supervising the administrator of the reference rate, (c) a group of the aforementioned central banks or other supervisory authorities, or (d) the Financial Stability Board or any part thereof;

“**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:

- (i) 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 on redemption or maturity or the date for any such payment;
- (ii) to effect the exchange or substitution of the Notes for, or the conversion of the Notes into, shares, bonds or other obligations or securities of the Issuer or any other person or body corporate formed or to be formed;
- (iii) to change the currency in which amounts due in respect of the Notes are payable;
- (iv) to change the quorum requirements relating to meetings or the majority required to pass an Extraordinary Resolution; or
- (v) to amend this definition;

“**S&P**” means S&P Global Ratings and its affiliates and successors;

“**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;

“**Subsidiary**” means, in relation to any Person (the “**first Person**”) at any particular time, any other Person whose financial statements are, in accordance with applicable law and generally accepted accounting principles, consolidated with those of the first Person;

“**Successor Rate**” means the rate that the Independent Adviser or the Issuer (as applicable) determines is a successor to or replacement of the Reference Rate which is formally recommended by any Relevant Nominating Body;

“**Talon**” means a talon for further Coupons;

“**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;

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

“**Tax Jurisdiction**” means (a) the PRC and (b) if the Issuer is a branch of the Bank, the relevant tax jurisdiction of the Issuer (to the extent that such tax jurisdiction is not the PRC) 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 the Issuer of principal or interest on the Notes, Receipts or Coupons; 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 12 (Taxation), 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 12 (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 Agency Agreement;
- (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 the Agency Agreement shall be construed as a reference to the Agency Agreement 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 the Register 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. 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.

#### (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 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 during the period of 15 days ending on the due date for any payment of principal or interest in respect of the Registered Notes.

**(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**

The Notes constitute senior, direct, general, unsubordinated, unsecured and unconditional obligations of the Issuer which will at all times rank *pari passu* among themselves and at least *pari passu* with all other present and future unsubordinated and unsecured obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.

**5. FIXED RATE NOTE PROVISIONS**

**(a) Application**

This Condition 5 (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 Condition 10 (Payments – Bearer Notes) and Condition 11 (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 5 (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 Issuing and 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) 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.

**6. FLOATING RATE NOTE AND INDEX-LINKED INTEREST NOTE PROVISIONS**

**(a) Application**

This Condition 6 (Floating Rate Note and Index-Linked Interest Note Provisions) is applicable to the Notes only if the Floating Rate Note Provisions or the Index-Linked Interest 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 Condition 10 (Payments – Bearer Notes) and Condition 11 (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 Issuing and 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 for Notes (other than Notes where the Reference Rate is specified as being SOFR Benchmark)**

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 where the Reference Rate is not SOFR Benchmark, 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 Calculation Agent, at approximately the Relevant Time on the Interest Determination Date for loans in the Specified Currency to major banks in the Principal Financial Centre of 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.

**(d) Screen Rate Determination for Notes where the Reference Rate is specified as being SOFR Benchmark**

If Screen Rate Determination is specified in the relevant Pricing Supplement as the manner in which the Rate of Interest(s) is/are to be determined where the Reference Rate is SOFR Benchmark, the Rate of Interest applicable to the Notes for each Interest Period will, subject as provided below, be equal to the sum of the relevant SOFR Benchmark plus or minus (as specified in the relevant Pricing Supplement) the Margin (if any), all as determined by the Calculation Agent on the relevant Interest Determination Date.

The “**SOFR Benchmark**” will be determined based on Simple SOFR Average, Compounded SOFR Average or SOFR Compounded Index (as specified in the relevant Pricing Supplement), as follows (subject in each case to Condition 6(h) (Benchmark Replacement (SOFR Benchmark))):

- (i) If Simple SOFR Average (“**Simple SOFR Average**”) is specified in the relevant Pricing Supplement as the manner in which the SOFR Benchmark will be determined, the SOFR Benchmark for each Interest Period shall be the arithmetic mean of the SOFR reference rates for each day during such Interest Period, as calculated by the Calculation Agent, and where, if applicable and as specified in the relevant Pricing Supplement, the SOFR reference rate on the SOFR Rate Cut-Off Date shall be used for the days in the relevant Interest Period from (and including) the SOFR Rate Cut-Off Date to (but excluding) the last day of that Interest Period.
- (ii) If Compounded SOFR Average (“**Compounded SOFR Average**”) is specified in the relevant Pricing Supplement as the manner in which the SOFR Benchmark will be determined, the SOFR Benchmark for each Interest Period shall be equal to the compounded average of daily SOFR reference rates for each day during the relevant Interest Period (where SOFR Observation Lag, SOFR Payment Delay or SOFR Lockout is specified in the relevant Pricing Supplement to determine Compounded SOFR Average) or SOFR Observation Period (where SOFR Observation Shift is specified as applicable in the relevant Pricing Supplement to determine Compounded SOFR Average).

Compounded SOFR Average shall be calculated by the Calculation Agent in accordance with one of the formulas referenced below depending upon which is specified in the relevant Pricing Supplement:

1. SOFR Observation Lag:

$$\left( \prod_{i=1}^{d_0} \left( 1 + \frac{\text{SOFR}_{t-\text{USD}} \times n_i}{360} \right) - 1 \right) \times \frac{360}{d}$$

with the resulting percentage being rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with 0.000005 per cent. being rounded upwards (e.g., 9.876541 per cent. (or 0.09876541) being rounded down to 9.87654 per cent. (or 0.0987654) and 9.876545 per cent. (or 0.09876545) being rounded up to 9.87655 per cent. (or 0.0987655)) and where:

“**SOFR<sub>i-xUSBD</sub>**” for any U.S. Government Securities Business Day (i) in the relevant Interest Period, is equal to the SOFR reference rate for the U.S. Government Securities Business Day falling the number of Lookback Days prior to that U.S. Government Securities Business Day (i);

“**Lookback Days**” means such number of U.S. Government Securities Business Days as specified in the relevant Pricing Supplement;

“**d**” means the number of calendar days in the relevant Interest Period;

“**d<sub>o</sub>**” for any Interest Period, means the number of U.S. Government Securities Business Days in the relevant Interest Period;

“**i**” means a series of whole numbers ascending from one to d<sub>o</sub>, representing each relevant U.S. Government Securities Business Day in chronological order from (and including) the first U.S. Government Securities Business Day in the relevant Interest Period (each a “**U.S. Government Securities Business Day (i)**”); and

“**n<sub>i</sub>**” for any U.S. Government Securities Business Day (i) in the relevant Interest Period, means the number of calendar days from (and including) such U.S. Government Securities Business Day (i) up to (but excluding) the following U.S. Government Securities Business Day.

2. SOFR Observation Shift:

$$\left( \prod_{i=1}^{d_o} \left( 1 + \frac{\text{SOFR}_i \times n_i}{360} \right) - 1 \right) \times \frac{360}{d}$$

with the resulting percentage being rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with 0.000005 per cent. being rounded upwards (e.g., 9.876541 per cent. (or 0.09876541) being rounded down to 9.87654 per cent. (or 0.0987654) and 9.876545 per cent. (or 0.09876545) being rounded up to 9.87655 per cent. (or 0.0987655)) and where:

“**SOFR<sub>i</sub>**” for any U.S. Government Securities Business Day (i) in the relevant SOFR Observation Period, is equal to the SOFR reference rate for that U.S. Government Securities Business Day (i);

“**SOFR Observation Period**” means, in respect of each Interest Period, the period from (and including) the date falling the number of SOFR Observation Shift Days prior to the first day of the relevant Interest Period to (but excluding) the date falling the number of SOFR Observation Shift Days prior to the last day of such Interest Period;

“**SOFR Observation Shift Days**” means the number of U.S. Government Securities Business Days as specified in the relevant Pricing Supplement;

“**d**” means the number of calendar days in the relevant SOFR Observation Period;

“**d<sub>o</sub>**” for any SOFR Observation Period, means the number of U.S. Government Securities Business Days in the relevant SOFR Observation Period;



“**i**” means a series of whole numbers ascending from one to  $d_o$ , representing each U.S. Government Securities Business Day in chronological order from (and including) the first U.S. Government Securities Business Day in the relevant SOFR Observation Period (each a “**U.S. Government Securities Business Day (i)**”); and

“**n<sub>i</sub>**” for any U.S. Government Securities Business Day (i) in the relevant SOFR Observation Period, means the number of calendar days from (and including) such U.S. Government Securities Business Day (i) up to (but excluding) the following U.S. Government Securities Business Day.

3. SOFR Payment Delay:

$$\left( \prod_{i=1}^{d_o} \left( 1 + \frac{SOFR_i \times n_i}{360} \right) - 1 \right) \times \frac{360}{d}$$

with the resulting percentage being rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with 0.000005 per cent. being rounded upwards (e.g., 9.876541 per cent. (or 0.09876541) being rounded down to 9.87654 per cent. (or 0.0987654) and 9.876545 per cent. (or 0.09876545) being rounded up to 9.87655 per cent. (or 0.0987655)) and where:

“**SOFR<sub>i</sub>**” for any U.S. Government Securities Business Day (i) in the relevant Interest Period, is equal to the SOFR reference rate for that U.S. Government Securities Business Day (i);

“**Interest Payment Date**” shall be the date falling the number of Interest Payment Delay Days following each Specified Interest Period Date (as specified in the relevant Pricing Supplement); provided that the Interest Payment Date with respect to the final Interest Period will be the Maturity Date or the relevant date for redemption, as applicable;

“**Interest Payment Delay Days**” means the number of Business Days as specified in the relevant Pricing Supplement;

“**d**” means the number of calendar days in the relevant Interest Period;

“**d<sub>o</sub>**” for any Interest Period, means the number of U.S. Government Securities Business Days in the relevant Interest Period;

“**i**” means a series of whole numbers ascending from one to  $d_o$ , representing each relevant U.S. Government Securities Business Day in chronological order from (and including) the first U.S. Government Securities Business Day in the relevant Interest Period (each a “**U.S. Government Securities Business Day (i)**”); and

“**n<sub>i</sub>**” for any U.S. Government Securities Business Day (i) in the relevant Interest Period, means the number of calendar days from (and including) such U.S. Government Securities Business Day (i) up to (but excluding) the following U.S. Government Securities Business Day.

For the purposes of calculating Compounded SOFR Average with respect to the final Interest Period where SOFR Payment Delay is specified in the relevant Pricing Supplement, the SOFR reference rate for each U.S. Government Securities Business Day in the period from (and including) the SOFR Rate Cut-Off Date to (but excluding) the Maturity Date or the relevant date for redemption, as applicable, shall be the SOFR reference rate in respect of such SOFR Rate Cut-Off Date.

4. SOFR Lockout:

$$\left( \prod_{i=1}^{d_0} \left( 1 + \frac{\text{SOFR}_i \times n_i}{360} \right) - 1 \right) \times \frac{360}{d}$$

with the resulting percentage being rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with 0.000005 per cent. being rounded upwards (e.g., 9.876541 per cent. (or 0.09876541) being rounded down to 9.87654 per cent. (or 0.0987654) and 9.876545 per cent. (or 0.09876545) being rounded up to 9.87655 per cent. (or 0.0987655)) and where:

“**SOFR<sub>i</sub>**” for any U.S. Government Securities Business Day (i) in the relevant Interest Period, is equal to the SOFR reference rate for that U.S. Government Securities Business Day (i), except that the SOFR for any U.S. Government Securities Business Day (i) in respect of the period from (and including) the SOFR Rate Cut-Off Date to (but excluding) the last day of such Interest Period shall be the SOFR reference rate in respect of such SOFR Rate Cut-Off Date;

“**d**” means the number of calendar days in the relevant Interest Period;

“**d<sub>0</sub>**” for any Interest Period, means the number of U.S. Government Securities Business Days in the relevant Interest Period;

“**i**” means a series of whole numbers ascending from one to d<sub>0</sub>, representing each relevant U.S. Government Securities Business Day from (and including) the first U.S. Government Securities Business Day in the relevant Interest Period (each a “**U.S. Government Securities Business Day (i)**”); and

“**n<sub>i</sub>**” for any U.S. Government Securities Business Day (i) in the relevant Interest Period, means the number of calendar days from (and including) such U.S. Government Securities Business Day (i) up to (but excluding) the following U.S. Government Securities Business Day.

The following defined terms shall have the meanings set out below for purpose of this Condition 6(d) and Condition 6(h) (Benchmark Replacement (SOFR Benchmark)):

“**Bloomberg Screen SOFRRATE Page**” means the Bloomberg screen designated “SOFRRATE” or any successor page or service;

“**Reuters Page USDSOFR=**” means the Reuters page designated “USDSOFR=” or any successor page or service;

“**SOFR**” means, with respect to any U.S. Government Securities Business Day, the reference rate determined by the Calculation Agent in accordance with the following provision:

- (i) the Secured Overnight Financing Rate published at the SOFR Determination Time as such reference rate is reported on the Bloomberg Screen SOFRRATE Page; the Secured Overnight Financing Rate published at the SOFR Determination Time as such reference rate is reported on the Reuters Page USDSOFR=; or the Secured Overnight Financing Rate published at the SOFR Determination Time on the SOFR Administrator’s Website;
- (ii) if the reference rate specified in (i) above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have not occurred, the SOFR reference rate shall be the reference rate published on the SOFR Administrator’s Website for the first preceding U.S. Government Securities Business Day for which SOFR was published on the SOFR Administrator’s Website; or

- (iii) if the reference rate specified in (i) above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have occurred, the provisions set forth in Condition 6(h) (Benchmark Replacement (SOFR Benchmark)) shall apply;

“**SOFR Determination Time**” means approximately 3:00 p.m. (New York City time) on the immediately following U.S. Government Securities Business Day.

- (iii) If SOFR Compounded Index (“**SOFR Compounded Index**”) is specified as applicable in the relevant Pricing Supplement, the SOFR Benchmark for each Interest Period shall be equal to the compounded average of daily SOFR reference rates for each day during the relevant SOFR Observation Period as calculated by the Calculation Agent as follows:

$$\left( \frac{SOFR\ Index_{End}}{SOFR\ Index_{Start}} - 1 \right) \times \left( \frac{360}{d_c} \right)$$

with the resulting percentage being rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with 0.000005 per cent. being rounded upwards (e.g., 9.876541 per cent. (or 0.09876541) being rounded down to 9.87654 per cent. (or 0.0987654) and 9.876545 per cent. (or 0.09876545) being rounded up to 9.87655 per cent. (or 0.0987655)) and where:

“**SOFR Index**”, with respect to any U.S. Government Securities Business Day, means:

- (a) the SOFR Index value as published on the SOFR Administrator’s Website at or about 3:00 p.m. (New York time) on such U.S. Government Securities Business Day (the “**SOFR Index Determination Time**”); provided that in the event that the value originally published by the SOFR Administrator at or about 3:00 p.m. (New York time) on any U.S. Government Securities Business Day is subsequently corrected and such corrected value is published by the SOFR Administrator on the original date of publication, then such corrected value, instead of the value that was originally published, shall be deemed the SOFR Index value as of the SOFR Index Determination Time in relation to such U.S. Government Securities Business Day; and
- (b) if a SOFR Index value does not so appear as specified in (a) above of this definition, then:
- (i) if a Benchmark Event (as defined in Condition 6(h)) and its related Benchmark Replacement Date (as defined in Condition 6(h)) have not occurred with respect to SOFR, then SOFR Compounded Index shall be the rate determined pursuant to Condition 6(e)(SOFR Index Unavailable); or
- (ii) if a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to SOFR, then SOFR Compounded Index shall be the rate determined pursuant to Condition 6(h) (Benchmark Replacement (SOFR Benchmark)).

“**SOFR Index<sub>End</sub>**” means, in respect of an Interest Period, the SOFR Index value on the date which is the number of U.S. Government Securities Business Days specified in the relevant Pricing Supplement preceding the last day of such Interest Period (or in the final Interest Period, the Maturity Date);

“**SOFR Index<sub>Start</sub>**” means, in respect of an Interest Period, the SOFR Index value on the date which is the number of U.S. Government Securities Business Days specified in the relevant Pricing Supplement preceding the first day of such Interest Period;

“**d<sub>c</sub>**” means the number of calendar days in the relevant SOFR Observation Period;

“**SOFR Observation Shift Days**” means the number of U.S. Government Securities Business Days as specified in the relevant Pricing Supplement; and

“**SOFR Observation Period**” means, in respect of an Interest Period, the period from (and including) the date which is the number of SOFR Observation Shift Days preceding the first date of such Interest Period (and in respect of the first Interest Period, the number of SOFR Observation Shift Days preceding the Issue Date) to, but excluding, the date which is the number of SOFR Observation Shift Days preceding the last day of such Interest Period (or in the final Interest Period, the Maturity Date).

The following defined terms shall have the meanings set out below for purpose of this Condition 6(d):

“**SOFR Administrator**” means the Federal Reserve Bank of New York or any successor administrator of the SOFR Index value and Secured Overnight Financing Rate.

“**SOFR Administrator’s Website**” means the website of the SOFR Administrator (currently being, <https://apps.newyorkfed.org/markets/autorates/sofr-avg-ind>), or any successor source;

“**SOFR Benchmark Replacement Date**” means the Benchmark Replacement Date with respect to the then-current SOFR Benchmark;

“**SOFR Benchmark Transition Event**” means the occurrence of a Benchmark Event with respect to the then-current SOFR Benchmark;

“**SOFR Rate Cut-Off Date**” has the meaning given in the relevant Pricing Supplement; and

“**U.S. Government Securities Business Day**” or “**USBD**” means any day except for a Saturday, a Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.

(e) **SOFR Index Unavailable**

If a SOFR Index value is not published on the relevant Interest Determination Date and a Benchmark Event (as defined in Condition 6(h)) and its related Benchmark Replacement Date (as defined in Condition 6(h)) has not occurred with respect to SOFR, then the SOFR Index shall be calculated in accordance with the Compounded SOFR formula and the related definitions as set out below in this Condition 6(e):

“**Compounded SOFR**” means, for the applicable Interest Period for which the SOFR Index is not available, the rate of return on a daily compounded interest investment during the relevant SOFR Observation Period (with the daily SOFR reference rate as the reference rate for the calculation of interest) and calculated by the Calculation Agent in accordance with the following formula, and the resulting percentage will be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, 0.000005 per cent. being rounded upwards (e.g., 9.876541 per cent. (or 0.09876541) being rounded down to 9.87654 per cent. (or 0.0987654) and 9.876545 per cent. (or 0.09876545) being rounded up to 9.87655 per cent. (or 0.0987655)):

$$\left( \prod_{i=1}^{d_0} \left( 1 + \frac{SOFR_i \times n_i}{360} \right) - 1 \right) \times \left( \frac{360}{d_c} \right)$$

where:

“**d<sub>c</sub>**” means the number of calendar days in the relevant SOFR Observation Period;

“**d<sub>o</sub>**” means the number of U.S. Government Securities Business Days in the relevant SOFR Observation Period;

“**i**” means a series of whole numbers ascending from one to  $d_o$ , each representing the relevant U.S. Government Securities Business Days in chronological order from (and including) the number of U.S. Government Securities Business Day as specified in the relevant Pricing Supplement in the relevant SOFR Observation Period (each a “**U.S. Government Securities Business Day (i)**”);

“**n<sub>i</sub>**” for any U.S. Government Securities Business Day (i) in the relevant SOFR Observation Period, means the number of calendar days from (and including) such U.S. Government Securities Business Day (i) up to (but excluding) the following U.S. Government Securities Business Day (i);

“**SOFR<sub>i</sub>**” for any U.S. Government Securities Business Day (i) in the relevant SOFR Observation Period, is equal to SOFR in respect of that U.S. Government Securities Business Day (i);

“**Bloomberg Screen SOFRRATE Page**” means the Bloomberg screen designated “**SOFRRATE**” or any successor page or service;

“**Reuters Page USDSOFR=**” means the Reuters page designated “**USDSOFR=**” or any successor page or service;

“**SOFR**” means, with respect to any U.S. Government Securities Business Day:

- (a) the Secured Overnight Financing Rate published at the SOFR Determination Time, as such rate is reported on the Bloomberg Screen SOFRRATE Page, the Secured Overnight Financing Rate published at the SOFR Determination Time, as such rate is reported on the Reuters Page USDSOFR=, or the Secured Overnight Financing Rate that appears at the SOFR Determination Time on the SOFR Administrator’s Website; or
- (b) if the rate specified in (a) above does not appear, the SOFR published on the SOFR Administrator’s Website for the first preceding U.S. Government Securities Business Day for which SOFR was published on the SOFR Administrator’s Website;

“**SOFR Administrator**” means the Federal Reserve Bank of New York or any successor administrator of the SOFR Index value and Secured Overnight Financing Rate;

“**SOFR Administrator’s Website**” means the website of the SOFR Administrator (currently being, <https://apps.newyorkfed.org/markets/autorates/sofr-avg-ind>), or any successor source;

“**SOFR Determination Time**” means on or about 3:00 p.m. (New York City time) on the SOFR Administrator’s Website on the immediately following U.S. Government Securities Business Day;

“**SOFR Observation Period**” means, in respect of each Interest Period, the period from (and including) the date falling a number of U.S. Government Securities Business Days equal to the Observation Shift Days preceding the first date in such Interest Period to (but excluding) the date falling a number of U.S. Government Securities Business Days equal to the number of Observation Shift Days preceding the last day of such Interest Period;

“**SOFR Observation Shift Days**” means the number of U.S. Government Securities Business Days as specified in the relevant Pricing Supplement; and

“**U.S. Government Securities Business Day**” means any day except for a Saturday, a Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.

**(f) 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 Eurozone inter-bank offered rate (EURIBOR) or (y) 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.

**(g) Benchmark Replacement for Notes (other than Notes where the Reference Rate is specified as being SOFR Benchmark)**

Where the reference Rate is not SOFR Benchmark, in addition and notwithstanding the provisions above in Condition 6 (Floating Rate Note and Index-Linked Interest Note Provisions), if the Issuer determines that a Benchmark Event (as defined in Condition 2(a)) has occurred in relation to the relevant Reference Rate specified in the relevant Pricing Supplement when any Rate of Interest (or the relevant component part thereof) remains to be determined by such Reference Rate, then the following provisions shall apply:

- (i) the Issuer shall use all reasonable endeavours to appoint, as soon as reasonably practicable, an Independent Adviser to determine (acting in a reasonable manner), no later than five Business Days prior to the relevant Interest Determination Date relating to the next succeeding Interest Period (the “**IA Determination Cut-off Date**”), a Successor Rate or, alternatively, if there is no Successor Rate, an Alternative Reference Rate for the purposes of determining the Rate of Interest (or the relevant component part thereof) applicable to the Notes;
- (ii) if the Issuer (acting in a reasonable manner) is unable to appoint an Independent Adviser, or the Independent Adviser appointed by it fails to determine a Successor Rate or an Alternative Reference Rate prior to the IA Determination Cut-off Date, the Issuer (acting in a reasonable manner) may determine a Successor Rate or, if there is no Successor Rate, an Alternative Reference Rate;
- (iii) if a Successor Rate or, failing which, an Alternative Reference Rate (as applicable) is determined in accordance with the preceding provisions, such Successor Rate or, failing which, an Alternative Reference Rate (as applicable) shall be the Reference Rate for each of the future Interest Periods (subject to the subsequent operation of, and to adjustment as provided in, this Condition 6(g)); provided, however, that if sub-paragraph (ii) applies and the Issuer (acting in a reasonable manner) is unable to or does not determine a Successor Rate or an Alternative Reference Rate prior to the relevant Interest Determination Date, the Rate of Interest applicable to the next succeeding Interest Period shall be equal to the Rate of Interest last determined in relation to the Notes in respect of the preceding Interest Period (or alternatively, if there has not been a first Interest Payment Date, the rate of interest shall be the initial Rate of Interest) (subject, where applicable, to substituting the Margin, Maximum Rate of Interest or Minimum Rate of Interest that applied to such preceding Interest Period for the Margin, Maximum Rate of Interest or Minimum Rate of Interest that is to be applied to the relevant Interest Period); for the avoidance of doubt, the proviso in this sub-paragraph;



shall apply to the relevant Interest Period only and any subsequent Interest Periods are subject to the subsequent operation of, and to adjustment as provided in, this Condition 6(g);

- (iv) if the Independent Adviser or the Issuer (acting in a reasonable manner) determines a Successor Rate or, failing which, an Alternative Reference Rate (as applicable) in accordance with the above provisions, the Independent Adviser or the Issuer (acting in good faith and in a commercially reasonable manner) (as applicable), may also specify changes to these Conditions, including but not limited to the Day Count Fraction, Relevant Screen Page, Business Day Convention, Business Days, Interest Determination Date and/or the definition of Reference Rate applicable to the Notes, and the method for determining the fallback rate in relation to the Notes, if such changes are necessary to ensure the proper operation of such Successor Rate, Alternative Reference Rate and/or Adjustment Spread (as applicable). If the Independent Adviser (in consultation with the Issuer) or the Issuer (acting in a reasonable manner) (as applicable), determines that an Adjustment Spread is required to be applied to the Successor Rate or the Alternative Reference Rate (as applicable) and determines the quantum of, or a formula or methodology for determining, such Adjustment Spread, then such Adjustment Spread shall be applied to the Successor Rate or the Alternative Reference Rate (as applicable). If the Independent Adviser or the Issuer (acting in a reasonable manner) (as applicable) is unable to determine the quantum of, or a formula or methodology for determining, such Adjustment Spread, then such Successor Rate or Alternative Reference Rate (as applicable) will apply without an Adjustment Spread. The Issuing and Paying Agent shall, at the direction and expense of the Issuer, effect such consequential amendments to the Agency Agreement and these Conditions as may be required to give effect to this Condition 6(g), provided that the Issuing and Paying Agent shall not be bound by or be obliged to give effect to any Successor Rate or Alternative Reference Rate (as applicable) or other consequential changes, if in the reasonable opinion of the Issuing and Paying Agent, the same would not be operable or would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the rights and/or the protective provisions afforded to it in these Conditions and/or the Agency Agreement and/or the relevant Pricing Supplement(s). Noteholder or Couponholder consent shall not be required in connection with effecting the Successor Rate or Alternative Reference Rate (as applicable) or such other changes, including for the execution of any documents or other steps by the Issuing and Paying Agent (if required);
- (v) the Issuer shall give a written notice to the Issuing and Paying Agent and the Calculation Agent which specify the determination of the Successor Rate or Alternative Reference Rate (as applicable) and any consequential changes made to these Conditions and their effective dates at least five Business Days (or such shorter period as may be agreed by the Issuing and Paying Agent) prior to the first date on which the relevant calculation is to be made by the Calculation Agent; and
- (vi) the Issuer shall promptly, following the determination of any Successor Rate or Alternative Reference Rate (as applicable), give notice thereof to the Noteholders and Couponholders, which shall specify the effective date(s) for such Successor Rate or Alternative Reference Rate (as applicable) and any consequential changes made to these Conditions,

provided that the determination of any Successor Rate or Alternative Reference Rate, and any other related changes to the Notes, shall be made in accordance with applicable law. Neither the Agents nor the Calculation Agent shall be responsible or liable for any determinations, decisions or elections made by the Issuer or the Independent Adviser with respect to the Successor Rate, Alternative Reference Rate or any other changes and shall be entitled to rely conclusively on any certifications provided to it in this regard.

**(h) Benchmark Replacement (SOFR Benchmark)**

The following provisions shall apply if Benchmark Event (SOFR) is specified as applicable in the relevant Pricing Supplement:

(i) *Benchmark Replacement*

If the Issuer or its designee determines on or prior to the relevant Reference Time that a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to the then-current Benchmark, the Benchmark Replacement will replace the then-current Benchmark for all purposes relating to the Notes in respect of all determinations on such date and for all determinations on all subsequent dates.

(ii) *Benchmark Replacement Conforming Changes*

In connection with the implementation of a Benchmark Replacement, the Issuer or its designee will have the right to make Benchmark Replacement Conforming Changes from time to time. For the avoidance of doubt, any of the Agents shall, at the direction and expense of the Issuer, effect such consequential amendments to the Agency Agreement and these Conditions as may be required to give effect to this Condition 6(h). Noteholders' consent shall not be required in connection with effecting any such changes, including the execution of any documents or any steps to be taken by any of the Agents (if required). Further, none of the Agents shall be responsible or liable for any determinations, decisions or elections made by the Issuer or its designee with respect to any Benchmark Replacement or any other changes and shall be entitled to rely conclusively on any certifications provided to each of them in this regard.

(iii) *Decisions and Determinations*

Any determination, decision or election that may be made by the Issuer or its designee pursuant to this Condition 6(h), including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection (i) will be conclusive and binding absent manifest error, (ii) will be made in the sole discretion of the Issuer or its designee, as applicable, and (iii) notwithstanding anything to the contrary in the documentation relating to the Notes, shall become effective without consent from the Noteholders or any other party.

The following defined terms shall have the meanings set out below for purpose of Conditions 6(d) (Screen Rate Determination for Notes where the Reference Rate is specified as being SOFR Benchmark) and this Condition 6(h):

“**Benchmark**” means, initially, the relevant SOFR Benchmark specified in the relevant Pricing Supplement; provided that if the Issuer or its designee determines on or prior to the Reference Time that a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to the relevant SOFR Benchmark (including any daily published component used in the calculation thereof) or the then-current Benchmark, then “**Benchmark**” means the applicable Benchmark Replacement;

“**Benchmark Event**” means the occurrence of one or more of the following events with respect to the then-current Benchmark (including any daily published component used in the calculation thereof):

- (i) a public statement or publication of information by or on behalf of the administrator of the Benchmark (or such component) announcing that such administrator has ceased or will cease to provide the Benchmark (or such component), permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark (or such component); or

- (ii) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark (or such component), the central bank for the currency of the Benchmark (or such component), an insolvency official with jurisdiction over the administrator for the Benchmark (or such component), a resolution authority with jurisdiction over the administrator for the Benchmark (or such component) or a court or an entity with similar insolvency or resolution authority over the administrator for the Benchmark, which states that the administrator of the Benchmark (or such component) has ceased or will cease to provide the Benchmark (or such component) permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark (or such component); or
- (iii) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark announcing that the Benchmark is no longer representative;

**“Benchmark Replacement”** means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

- (i) the sum of:
  - (1) the alternate reference rate that has been selected or recommended by the Relevant Governmental Body as the replacement for the then-current Benchmark (including any daily published component used in the calculation thereof); and
  - (2) the Benchmark Replacement Adjustment;
- (ii) the sum of:
  - (1) the ISDA Fallback Rate; and
  - (2) the Benchmark Replacement Adjustment; or
- (iii) the sum of:
  - (1) the alternate reference rate that has been selected by the Issuer or its designee as the replacement for the then-current Benchmark (including any daily published component used in the calculation thereof) giving due consideration to any industry-accepted reference rate as a replacement for the then-current Benchmark (including any daily published component used in the calculation thereof) for U.S. dollar-denominated Notes at such time; and
  - (2) the Benchmark Replacement Adjustment;

**“Benchmark Replacement Adjustment”** means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

- (i) the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) that has been selected or recommended by the Relevant Governmental Body for the applicable Unadjusted Benchmark Replacement;
- (ii) if the applicable Unadjusted Benchmark Replacement is equivalent to the ISDA Fallback Rate, the ISDA Fallback Adjustment; or

- (iii) the spread adjustment (which may be a positive or negative value or zero) that has been selected by the Issuer or its designee giving due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of the then-current Benchmark (including any daily published component used in the calculation thereof) with the applicable Unadjusted Benchmark Replacement for U.S. dollar-denominated Notes at such time;

“**Benchmark Replacement Conforming Changes**” means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the timing and frequency of determining rates and making payments of interest, rounding of amounts or tenors, and other administrative matters) that the Issuer or its designee decides may be appropriate to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Issuer or its designee decides that adoption of any portion of such market practice is not administratively feasible or if the Issuer or its designee determines that no market practice for use of the Benchmark Replacement exists, in such other manner as the Issuer or its designee determines is reasonably necessary);

“**Benchmark Replacement Date**” means the earliest to occur of the following events with respect to the then-current Benchmark (including any daily published component used in the calculation thereof):

- (i) in the case of sub-paragraph (i) or (ii) of the definition of “**Benchmark Event**”, the later of:
  - (1) the date of the public statement or publication of information referenced therein; and
  - (2) the date on which the administrator of the Benchmark permanently or indefinitely ceases to provide the Benchmark (or such component); or
- (ii) in the case of sub-paragraph (iii) of the definition of “**Benchmark Event**”, the date of the public statement or publication of information referenced therein.

For the avoidance of doubt, if the event giving rise to the Benchmark Replacement Date occurs on the same day as, but earlier than, the Reference Time in respect of any determination, the Benchmark Replacement Date will be deemed to have occurred prior to the Reference Time for such determination;

“**designee**” means a designee as selected and separately appointed by the Issuer in writing;

“**ISDA Definitions**” means the 2006 ISDA Definitions published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as amended or supplemented from time to time, or any successor definitional booklet for interest rate derivatives published from time to time;

“**ISDA Fallback Adjustment**” means the spread adjustment (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Benchmark;

“**ISDA Fallback Rate**” means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Benchmark (including any daily published component used in the calculation thereof) for the applicable tenor excluding the applicable ISDA Fallback Adjustment;

“**Reference Time**” with respect to any determination of the Benchmark means (1) if the Benchmark is the SOFR Benchmark, the SOFR Determination Time (where Simple SOFR Average or Compounded SOFR Average is specified in the relevant Pricing Supplement) or SOFR Index Determination Time (where SOFR Compounded Index is specified in the relevant Pricing Supplement); or (2) if the Benchmark is not the SOFR Benchmark, the time determined by the Issuer or its designee after giving effect to the Benchmark Replacement Conforming Changes;

“**Relevant Governmental Body**” means the Federal Reserve Board and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve Board and/or the Federal Reserve Bank of New York or any successor thereto; and

“**Unadjusted Benchmark Replacement**” means the Benchmark Replacement excluding the Benchmark Replacement Adjustment.

**(i) Index-Linked Interest**

If the Index-Linked Interest Note Provisions are specified in the relevant Pricing Supplement as being applicable, the Rate(s) of Interest applicable to the Notes for each Interest Period will be determined in the manner specified in the relevant Pricing Supplement.

**(j) 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.

**(k) 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.

**(l) 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.

**(m) 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 no event later than (i) the first day of the relevant Interest Period, if determined prior to such time, or (ii) in all other cases, the second Business Day after such determination. Notice thereof shall also promptly be given to the Noteholders in accordance with Condition 19. 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.

**(n) 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 the Issuer, 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.

**7. ZERO COUPON NOTE PROVISIONS**

**(a) Application**

This Condition 7 (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 Issuing and 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).

**8. DUAL CURRENCY NOTE PROVISIONS**

**(a) Application**

This Condition 8 (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.

**9. REDEMPTION AND PURCHASE**

**(a) Scheduled redemption**

Unless previously redeemed, or purchased and cancelled, the Notes will be redeemed at their Final Redemption Amount on the Maturity Date, subject as provided in Condition 10 (Payments – Bearer Notes) and Condition 11 (Payments – Registered Notes).

**(b) Redemption for tax reasons**

The Notes may be redeemed at the option of the Issuer in whole, but not in part:

- (i) at any time (if neither the Floating Rate Note Provisions nor the Index-Linked Interest Note Provisions are specified in the relevant Pricing Supplement as being applicable); or
- (ii) on any Interest Payment Date (if the Floating Rate Note Provisions or the Index-Linked Interest Note Provisions are specified in the relevant Pricing Supplement as being applicable),



on giving not less than 32 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 (1) the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 12 (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 the Notes and (2) such obligation cannot be avoided by the Issuer taking reasonable measures available to it provided, however, that no such notice of redemption shall be given earlier than:

- (A) where the Notes may be redeemed at any time, 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts if a payment in respect of the Notes were then due; or
- (B) 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 Issuer 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 deliver or procure that there is delivered to the Issuing and Paying Agent (1) a certificate signed by any director 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 (2) an opinion of independent legal or tax advisers of recognised standing to the effect that the Issuer has or will become obliged to pay such additional amounts as a result of such change or amendment. Upon the expiry of any such notice as is referred to in this Condition 9(b), the Issuer shall be bound to redeem the Notes in accordance with this Condition 9(b).

**(c) Redemption at the option of the Issuer**

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 Issuer's giving not less than 32 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable and shall oblige the Issuer to redeem the Notes or, as the case may be, the Notes specified in such notice on the relevant Optional Redemption Date (Call) at the Optional Redemption Amount (Call) plus accrued interest (if any) to such date).

**(d) Partial redemption**

If the Notes are to be redeemed in part only on any date in accordance with Condition 9(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 Issuing and Paying Agent approves and in such manner as the Issuing and 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 9(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 at the option of Noteholders**

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 Note redeem such 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 9(e), the Holder of a Note must, not less than 32 nor more than 60 days before the relevant Optional Redemption Date (Put), deposit with any Paying Agent such 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 Note is so deposited shall deliver a duly completed Put Option Receipt to the depositing Noteholder. No Note, once deposited with a duly completed Put Option Notice in accordance with this Condition 9(e), may be withdrawn; provided, however, that if, prior to the relevant Optional Redemption Date (Put), any such Note becomes immediately due and payable or, upon due presentation of any such 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 Noteholder at such address as may have been given by such Noteholder in the relevant Put Option Notice and shall hold such Note at its Specified Office for collection by the depositing Noteholder against surrender of the relevant Put Option Receipt. For so long as any outstanding Note is held by a Paying Agent in accordance with this Condition 9(e), the depositor of such Note and not such Paying Agent shall be deemed to be the Holder of such Note for all purposes.

**(f) No other redemption**

The Issuer shall not be entitled to redeem the Notes otherwise than as provided in paragraphs (a) (Scheduled Redemption) to (e) (Redemption at the option of Noteholders) above.

**(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 9(g) or, if none is so specified, a Day Count Fraction of 30E/360.

**(h) Purchase**

The Issuer or any of the Bank's 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 the Issuer 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 17 (Meetings of Noteholders; *Modification and Waiver*).

**(i) Cancellation**

All Notes so redeemed or purchased by the Issuer or any of the Bank's Subsidiaries and any unmatured Coupons attached to or surrendered with them may be reissued, resold or surrendered to the Issuing and Paying Agent for cancellation.

## 10. PAYMENTS – BEARER NOTES

This Condition 10 is only applicable to Bearer Notes.

### (a) Principal

In relation to Bearer Notes not held in the CMU, 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 relevant Principal Financial Centre.

### (b) Interest

In relation to Bearer Notes not held in the CMU, payments of interest shall, subject to paragraph (h) (Payments other than in respect of matured Coupons) 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) (Principal) above.

### (c) Payments for Bearer Notes held in the CMU

In relation to Bearer Notes held in the CMU, payments of principal and interest in respect of Bearer Notes held in the CMU 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 in accordance with the CMU Rules (as defined in the Agency Agreement) at the relevant time.

*Payments of principal and interest in respect of Bearer Notes represented by a Global Note held through CMU will be made to the person(s) for whose account(s) interests in the relevant Global Note are credited as being held within the CMU in accordance with the CMU Rules at the relevant time.*

### (d) 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.

### (e) Payments subject to fiscal laws

All payments in respect of the Bearer Notes are subject in all cases to any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 12 (Taxation). No commissions or expenses shall be charged to the Noteholders or Couponholders in respect of such payments.

### (f) 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) (Principal) above against presentation and (provided that payment is made in full) surrender of the relevant missing Coupons.

**(g) Unmatured Coupons void**

If the relevant Pricing Supplement specifies that this Condition 10(g) is applicable or that the Floating Rate Note Provisions or the Index-Linked Interest 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 9(b) (Redemption for tax reasons), Condition 9(c) (Redemption at the option of the Issuer), Condition 9(e) (Redemption at the option of Noteholders) or Condition 13 (Events of Default), all unmaturing Coupons relating thereto (whether or not still attached) shall become void and no payment will be made in respect thereof.

**(h) 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.

**(i) 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 (d) (Payments in New York City) above).

**(j) 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.

**(k) 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 Issuing and 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 14 (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.

**11. PAYMENTS – REGISTERED NOTES**

This Condition 11 is only applicable to Registered Notes.

**(a) Principal**

In relation to Registered Notes not held in the CMU, 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 Issuing and 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 the Principal Financial Centre, 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**

In relation to Registered Notes not held in the CMU, 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 Issuing and 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 the Principal Financial Centre, 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.

**(c) Payments for Registered Notes held in the CMU**

In relation to Registered Notes held in the CMU, payments of principal and interest in respect of Registered Notes held in the CMU 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 in accordance with the CMU Rules (as defined in the Agency Agreement) at the relevant time.

*Each payment made 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 (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” means a day on which each clearing system for which the Global Note Certificate is being held is open for business.*

*Payments of principal and interest in respect of Registered Notes represented by a Global Note Certificate held through CMU will be made to the person(s) for whose account(s) interests in the relevant Global Note Certificate are credited as being held within the CMU in accordance with the CMU Rules at the relevant time.*

**(d) Payments subject to fiscal laws**

All payments in respect of the Registered Notes are subject in all cases to any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 12 (Taxation). No commissions or expenses shall be charged to the Noteholders in respect of such payments.

**(e) 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 11 (Payments – Registered Notes) arriving after the due date for payment or being lost in the mail.

**(f) 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.

**(g) 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 opening of business in the place of the Registrar's Specified Office on the fifteenth 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 opening of business on the relevant Record Date.

**12. TAXATION**

**(a) Gross up**

All payments of principal and interest in respect of the Notes and the Coupons by or on behalf of the Issuer 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, the Issuer 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; or
- (iii) held by a Holder who would not be liable for or subject to such withholding or deduction by making a declaration of identity, non-residence or other similar claim for exemption to the relevant tax authority if, after having been requested to make such declaration or claim, such Holder fails to do so within any applicable period prescribed by such relevant tax authority.

**(b) Taxing jurisdiction**

If the Issuer becomes subject at any time to any taxing jurisdiction other than the Tax Jurisdiction, respectively, references in these Conditions to the Tax Jurisdiction shall be construed as references to the Tax Jurisdiction and/or such other jurisdiction.

Notwithstanding any other provision in these Conditions, the Issuer and the Paying Agent shall be permitted to withhold or deduct any amounts required by the rules of U.S. Internal Revenue Code Sections 1471 through 1474 (or any amended or successor provisions), pursuant to any inter- governmental agreement entered into with the United States to facilitate the implementation of these provisions, implementing legislation adopted by another jurisdiction in connection with these provisions, or pursuant to any agreement with the U.S. Internal Revenue Service (such withholding or deduction, “**FATCA Withholding**”). None of the Issuer, the Paying Agent, nor any other person will be required to pay additional amounts or otherwise indemnify a Holder for any FATCA Withholding deducted or withheld by the Issuer, a Paying Agent or any other party as a result of any person not being entitled to receive payments free of FATCA Withholding.

**13. EVENTS OF DEFAULT**

If any of the following events (each an “**Event of Default**”) occurs and is continuing:

**(a) Non-payment**

default is made in the payment on the due date of principal of or any interest on any of the Notes and such failure continues for a period of 30 days; or

**(b) Breach of other obligations**

the Issuer does not perform or comply with any one or more of its other obligations under or in respect of the Notes which default remains unremedied for a period of 45 days after written notice of such default shall have been delivered to the Issuer (with a copy to the Issuing and Paying Agent) by Holders of an aggregate principal amount of not less than 10 per cent. of the outstanding Notes; or

**(c) Cross-default**

- (i) any other present or future Public External Indebtedness of the Issuer or any of the Bank’s 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
- (ii) 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 13(c) have occurred equals or exceeds U.S.\$30,000,000 or its equivalent; or

**(d) Insolvency**

the Issuer 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 the Issuer or any of the Material Subsidiaries; or

**(e) Winding-up**

an order is made or an effective resolution passed for the winding-up or dissolution or administration of the Issuer or any of the Material Subsidiaries, or the Issuer or any of the Material Subsidiaries, 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 (i) on terms approved by an Extraordinary Resolution of the Noteholders, or (ii) in the case of a Material Subsidiary, whereby the undertaking and assets of the Material Subsidiary are transferred to or otherwise vested in the Issuer or another of the Material Subsidiaries; or

**(f) Illegality**

it is or will become unlawful for the Issuer to perform or comply with any one or more of its obligations under any of the Notes, the Coupons or the Deed of Covenant and the Issuer fails to obtain the necessary waiver or approval or complete such other necessary remedial action within 60 days such that the Issuer may lawfully perform such obligations; or

**(g) Analogous events**

any event occurs which under the laws of any relevant jurisdiction has an analogous effect to any of the events referred to in any of Conditions 13(d) (Insolvency) to 13(f) (Illegality) (both inclusive),

then any Noteholder may, by written notice addressed to the Issuer and delivered to the Issuer or to the Specified Office of the Issuing and Paying Agent, declare any Notes held by it 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. Notice of any such declaration shall promptly be given to the Noteholders.

**14. 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.

**15. 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 Issuing and 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 Issuer may reasonably require. Mutilated or defaced Notes, Note Certificates or Coupons must be surrendered before replacements will be issued.

## 16. AGENTS

In acting under the Agency Agreement and in connection with the Notes and the Coupons, the Agents act solely as agents of the Issuer 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 Issuer reserves the right at any time to vary or terminate the appointment of any Agent and to appoint a successor issuing and paying agent or registrar or Calculation Agent and additional or successor transfer or paying agents; provided, however, that:

- (a) the Issuer shall at all times maintain an issuing and paying agent and a registrar; and
- (b) if a Calculation Agent is specified in the relevant Pricing Supplement, the Issuer shall at all times maintain a Calculation Agent; and
- (c) 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 Issuer 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.

## 17. MEETINGS OF NOTEHOLDERS; MODIFICATION AND WAIVER

### (a) Meetings of Noteholders

The Agency Agreement 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 the Issuer and shall be convened by it upon the request in writing of Noteholders holding not less than 10 per cent. 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 a clear majority 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 67 per cent. or, at any adjourned meeting, not less than 25 per cent. 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 not less than 90 per cent. of the Noteholders who for the time being are entitled to receive notice of a meeting of Noteholders 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

Notwithstanding Condition 17(a) (Meetings of Noteholders) above, the Notes, these Conditions and the Deed of Covenant may be amended without the consent of the Noteholders or the Couponholders to correct a manifest error. In addition, the parties to the Agency Agreement may, without the consent of the Noteholders or the Couponholders, agree to (i) any modification of any provision of the Agency Agreement that is of a formal, minor or technical nature or is made to correct a manifest error, and (ii) any other modification and any waiver or authorisation of any breach or proposed breach of any of the provisions of the Agency Agreement that in the opinion of such parties, not materially prejudicial to the interests of the Noteholders.

## 18. FURTHER ISSUES

The Issuer may from time to time, without the consent of the Noteholders or the Couponholders, create and issue further notes having the same terms and conditions as the Notes in all respects (or in all respects except for the first payment of interest and if applicable, the timing for notification to the NDRC) so as to form a single series with the Notes. However, such further notes may only be issued if (i) the Rating Agency which has provided credit ratings in respect of the Notes has been informed of such issue and (ii) such issue will not result in any adverse change in the then credit rating of the Notes. In respect of further notes offered to United States persons, if such further notes are not fungible with the original Notes for United States federal income tax purposes, the further Notes will have a CUSIP, ISIN or other identifying number that is different from that of the original Notes.

## 19. NOTICES

### (a) Bearer Notes

Notices required pursuant to the Conditions to be given 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 required pursuant to the Conditions to be given 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 Euroclear, Clearstream, DTC, CMU or any other clearing system, notices to the Holders of Notes of that Series may be given by delivery of the relevant notice to that clearing system, and such notice shall be deemed to have been given to the Noteholders on the date of delivery to that clearing system.*

## 20. CURRENCY INDEMNITY

If any sum due from the Issuer 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 the Issuer, (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, the Issuer shall indemnify each Noteholder, on the written demand of such Noteholder addressed to the Issuer and delivered to the Issuer or to the Specified Office of the Issuing and 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 the Issuer and shall give rise to a separate and independent cause of action.

## 21. 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.

## 22. GOVERNING LAW AND JURISDICTION

### (a) Governing law

The Notes and any non-contractual obligations arising out of or in connection with the Notes are governed by, and construed in accordance with, English law.

### (b) Jurisdiction

- (i) The courts of Hong Kong are to have exclusive jurisdiction to settle any dispute, claims, difference or controversy that may arise out of, in relation to or in connection with the Notes (and the Conditions), including any dispute as to its existence, validity, interpretation, performance, breach or termination or the consequences of its nullity and any dispute relating to any non-contractual obligations arising out of or in connection with it (a “**Dispute**”) and accordingly any legal action or proceedings arising out of or in connection with the Notes (and the Conditions) and any non-contractual obligations arising out of or in connection with them (“**Proceedings**”) may be brought in such courts.
- (ii) The Issuer irrevocably submits to the exclusive jurisdiction of the courts of Hong Kong and waives any objection to Proceedings in such courts on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient or inappropriate forum to settle any Dispute.
- (iii) The Issuer agrees to receive service of process in Hong Kong in relation to the Notes at the Bank’s principal place of business in Hong Kong, at 33/F, ICBC Tower, 3 Garden Road, Central, Hong Kong. If for any reason the Bank no longer maintains a principal place of business in Hong Kong, the Issuer shall as soon as reasonably practicable appoint a new agent for service of process in Hong Kong and deliver to the Agents a copy of the new agent’s acceptance of that appointment. The Issuer agrees that failure by a process agent to notify it of any process will not invalidate the relevant proceedings. Nothing in this Condition, the Agency Agreement or the Deed of Covenant shall affect the right to serve process in any other manner permitted by law.

### (c) Waiver of immunity

- (i) To the extent that the Issuer 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 to any such jurisdiction to the Issuer or its assets or revenues, the Issuer agrees not to claim and irrevocably waives such immunity to the full extent permitted by the laws of such jurisdiction.
- (ii) The Issuer consents generally in respect of any Proceedings to the giving of any relief or the issue of any process in connection with such Proceedings including (without limitation) the making, enforcement or execution against any property whatsoever (irrespective of its use or intended use) of any order or judgment which is made or given in such Proceedings.

## FORM OF PRICING SUPPLEMENT

*[The Pricing Supplement in respect of each Tranche 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.]*

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) (“**Professional Investors**”) only.

**Notice to Hong Kong investors:** the Issuer confirms that the Notes are intended for purchase by Professional Investors only and will be listed on The Stock Exchange of Hong Kong Limited (“**HKSE**”) 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.

**The HKSE 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 HKSE is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes or the Issuer or quality of disclosure in this document.** Hong Kong Exchanges and Clearing Limited and HKSE take no responsibility for the contents of this document, 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 document.

The Offering Circular dated *[date]* (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 purpose of giving information with regard to the Issuer. The Issuer accepts full responsibility for the accuracy of the information contained in the Offering Circular (read together with 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.

**[MiFID II product governance/Professional investors and ECPs only target market** – Solely for the purposes of [the/each] manufacturer’s 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. *[Consider any negative target market.]* Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[’s/s’] 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 manufacturer[’s/s’] target market assessment) and determining appropriate distribution channels.]

**[UK MiFIR product governance/Professional investors and ECPs only target market** – Solely for the purposes of [the/each] manufacturer’s 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 only 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. *[Consider any negative target market.]* Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[’s/s’] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[’s/s’] target market assessment) and determining appropriate distribution channels.]



**[PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and 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 (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), 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 Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, 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.]

**[PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (“**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.]

**[Singapore Securities and Futures Act Product Classification** – In connection with Section 309B of the Securities and Futures Act 2001 (2020 Revised Edition) 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]/[capital markets products other than prescribed capital markets products] (as defined in the CMP Regulations 2018) and [are] [Excluded]/[Specified] 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).]

#### **Pricing Supplement dated [●]**

**[Industrial and Commercial Bank of China Limited]/[Specify Branch Issuer]**  
*(a joint stock limited company incorporated in the People’s Republic of China with limited liability)*

**Issue of [Aggregate Nominal Amount of Tranche]**  
**[Title of Notes] under the U.S.\$20,000,000,000 Global Medium Term Note Programme**

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 Terms and Conditions of the Notes (the “**Conditions**”) set forth in the Offering Circular dated [date]. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular dated [date] [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 Terms and Conditions of the Notes (the “**Conditions**”) set forth in the Offering Circular dated [original date]. This Pricing Supplement contains the pricing supplement of the Notes and must be read in conjunction with the Offering Circular dated [date] [and the supplemental Offering Circular dated [date]], 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 sub-paragraphs. Italics denote guidance for completing the Pricing Supplement.]*

- |    |   |  |
|----|---|--|
| 1. | Issuer:   | [Industrial and Commercial Bank of China Limited]/[Specify Branch Issuer]  |
| 2. | (i) [Series Number:]  | [●]  |
|    | (ii) [Tranche Number:   | [●]  |
|    | <i>(If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible).]</i> |  |
| 3. | Specified Currency or Currencies:   | [●]  |
| 4. | Aggregate Nominal Amount:   | [●]  |
|    | [(i)] Series:   | [●]  |
|    | [(ii)] Tranche:   | [●]  |
| 5. | (i) Issue Price:  | [●] per cent. of the Aggregate Nominal Amount [plus accrued interest from <i>[insert date]</i> (in the case of fungible issues only, if applicable)] |
|    | (ii) Net Proceeds:  | [●] [(Required only for listed issues)]  |
| 6. | (i) Specified Denominations <sup>1 2</sup> :  | [●]  |
|    | (ii) Calculation Amount:  | [●]  |
| 7. | (i) Issue Date:   | [●]  |
|    | (ii) Interest Commencement Date:  | <i>[Specify/Issue Date/Not Applicable]</i>   |
| 8. | Maturity Date:  | <i>[Specify date or (for Floating Rate Notes) Interest Payment Date falling in or nearest to the relevant month and year]</i> <sup>3</sup>           |

<sup>1</sup> 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 must have a minimum redemption value of £100,000 (or its equivalent in other currencies).

<sup>2</sup> 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 of 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.

<sup>3</sup> 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.



- (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 Amount<sup>5</sup>
- (iv) Day Count Fraction:  [30/360/Actual/Actual (ICMA/ISDA)/365 (Fixed)<sup>6</sup>/*specific other*]
- (v) Other terms relating to the method of calculating interest for Fixed Rate Notes:  [Not Applicable/*give details*]
17. **Floating Rate Note Provisions:**  [Applicable/Not Applicable]  
*(If not applicable, delete the remaining sub-paragraphs of this paragraph)*
- (i) Interest Period(s):   
 [Each period beginning on (and including) [the Interest Commencement Date/] or any Specified Interest Period Date and ending on (but excluding) the next Specified Interest Period Date, subject to adjustment in accordance with the Business Day Convention set out in (v) below, and “Specified Interest Period Date” means [, , ] and [] in each year up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (v) below] *(Only applicable in the case of SOFR Payment Delay where Interest Period Date is required)*
- (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:   
*(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”)*  
 [The definition of “Interest Payment Date” in Condition 6(d)(ii) applies.] *(Only applicable in the case of SOFR Payment Delay)*
- (iv) [First Interest Payment Date:]

<sup>5</sup> 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 or to the nearest HK\$0.01, HK\$0.005 for the case of Hong Kong dollar denominated Fixed Rate Notes, being rounded upwards.

<sup>6</sup> Applicable to Renminbi and Hong Kong dollar denominated Fixed Rate Notes.

- (v) Business Day Convention: [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other (*give details*)]
- (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/Screen Rate Determination (SOFR)/ISDA Determination/other (*give details*)]
- (viii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s): [[*Name*] shall be the Calculation Agent]
- (ix) Screen Rate Determination:
- Reference Rate: [*For example, EURIBOR*]
  - Interest Determination Date(s): [●]
  - Relevant Screen Page: [*For example, 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 comprising the countries whose lawful currency is the euro)*]
- (x) Screen Rate Determination (SOFR)
- Reference Rate: SOFR Benchmark – [Simple SOFR Average/Compounded SOFR Average/SOFR Compounded Index]
  - Compounded SOFR Average Method: [Not Applicable/SOFR Observation Lag/SOFR Observation Shift/SOFR Payment Delay/SOFR Lockout – *used for Compounded SOFR Average only*]
  - Interest Determination Date(s): [The [●] U.S. Government Securities Business Day prior to the last day of each Interest Period – *only applicable in the case of Simple SOFR Average/SOFR Observation Lag/SOFR Observation Shift/SOFR Lockout/SOFR Compounded Index*]  
  
[The Specified Interest Period Date at the end of each Interest Period, provided that the Interest Determination Date with respect to the final Interest Period will be the U.S. Government Securities Business Day immediately following the relevant SOFR Rate Cut-Off Date – *only applicable in the case of SOFR Payment Delay*]
  - Lookback Days: [[●] U.S. Government Securities Business Days – *used for SOFR Observation Lag only*]/[Not Applicable]
  - SOFR Observation Shift Days: [[●] U.S. Government Securities Business Days – *used for the SOFR Observation Shift or SOFR Compounded Index only*]/[Not Applicable]

- SOFR Rate Cut-Off Date: [The date falling [●] Business Days prior to the end of each Interest Period, the Maturity Date or the date fixed for redemption, as applicable—*used for only Simple SOFR Average (if applicable), Compounded SOFR Average – SOFR Payment Delay or SOFR Lockout only*]/[Not Applicable]
  - Interest Payment Delay Days: [●] Business Days – *used for SOFR Payment Delay only*]/[Not Applicable]
  - SOFR Index<sub>Start</sub>: [Not Applicable]/[[●] U.S. Government Securities Business Days – *used for SOFR Compounded Index only*]
  - SOFR Index<sub>End</sub>: [Not Applicable]/[[●] U.S. Government Securities Business Days – *used for SOFR Compounded Index only*]
- (xi) ISDA Determination:
- Floating Rate Option: [●]
  - Designated Maturity: [●]
  - Reset Date: [●]
- (xii) Margin(s): [+/-][●] per cent. per annum
- (xiii) Minimum Rate of Interest: [●] per cent. per annum
- (xiv) Maximum Rate of Interest: [●] per cent. per annum
- (xv) Day Count Fraction: [●]
- (xvi) 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: [Benchmark Event/Benchmark Event (SOFR)/specify if fallback provisions different from those set out in the Conditions]
18. **Zero Coupon Note Provisions** [Applicable/Not Applicable]  
*(If not applicable, delete the remaining subparagraphs of this paragraph)*
- (i) Accrual Yield: [●] per cent. per annum
  - (ii) Reference Price: [●]
  - (iii) Any other formula/basis of determining amount payable: [Consider whether it is necessary to specify a Day Count Fraction for the purposes of Condition 9(g)]
19. **Index-Linked Interest Note/other variable-linked interest Note Provisions** [Applicable/Not Applicable]  
*(If not applicable, delete the remaining subparagraphs of this paragraph)*
- (i) Index/Formula/other variable: [give or annex details]
  - (ii) Party responsible for calculating the rate(s) of Interest and/or and Interest Amount(s): [●] shall be the Calculation Agent



- (iii) Provisions for determining Coupon where calculated by reference to Index and/or Formula and/or other variable:
- (iv) Interest Determination Date(s):
- (v) Provisions for determining Coupon where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted:
- (vi) Interest or calculation period(s):
- (vii) 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")*
- (viii) Specified Interest Payment Dates:   
*(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")*
- (ix) Business Day Convention:  [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other *(give details)*]
- (x) Additional Business Centre(s):
- (xi) Minimum Rate/Amount of Interest:  per cent. per annum
- (xii) Maximum Rate/Amount of Interest:  per cent. per annum
- (xiii) Day Count Fraction:
- 20. Dual Currency Note Provisions**  [Applicable/Not Applicable]  
*(If not applicable, delete the remaining subparagraphs of this paragraph)*
- (i) Rate of Exchange/method of calculating Rate of Exchange:  *[give details]*
- (ii) Party, if any, responsible for calculating the rate(s) of Interest and/or and Interest Amount(s) (if not  as Calculation Agent):
- (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 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) Notice period: [●]
  
- 23. **Final Redemption Amount of each Note** [●] per Calculation Amount

In cases where the Final Redemption Amount is Index-Linked or other variable-linked:

  - (i) Index/Formula/variable: [give or annex details]
  - (ii) Calculation Agent responsible for calculating the Final Redemption Amount: [●]
  - (iii) Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable: [●]
  - (iv) Date for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable: [●]
  - (v) Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted: [●]

- (vi) [Payment Date]: [●]
- (vii) Minimum Final Redemption Amount: [●] per Calculation Amount
- (viii) Maximum Final Redemption Amount: [●] per Calculation Amount

24. **Early Redemption Amount** [Not Applicable]

Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons 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) and the Early Termination Amount are the principal amount of the Notes/specify the Early Redemption Amount (Tax) and/or the Early Termination Amount if different from the principal amount of the Notes)*

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

25. **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]<sup>7</sup>

[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:**

[Regulation S Global Note Certificate(s) [(U.S.\$[●] aggregate nominal amount)] registered in the name of a nominee for [DTC/a common depository for Euroclear and Clearstream]]

[Rule 144A Global Note Certificate(s) [(U.S.\$[●] aggregate nominal amount)] registered in the name of a nominee for [DTC/a common depository for Euroclear and Clearstream]]

[Global Note Certificate exchangeable for Individual Note Certificates on [●] days' notice/at any time/in the limited circumstances described in the Global Note Certificate]

26. 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 17(vi) and 19(x) relate)*

<sup>7</sup> 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/Permanent Global Note shall not be exchangeable on [●] days' notice.

27. 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*]
28. 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*]
29. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: [Not Applicable/*give details*]
30. Redenomination, renominalisation and reconventioning provisions: [Not Applicable/The provisions annexed to this Pricing Supplement apply]
31. Consolidation provisions: [Not Applicable/The provisions in Condition 18 (*Further Issues*) [annexed to this Pricing Supplement] apply]
32. Relevant Tax Jurisdiction [PRC/*give details if Branch Issuer*]
33. Any applicable currency disruption/fallback provisions: [Not Applicable/*give details*]
34. Other terms or special conditions: [Not Applicable/*give details*]

#### **DISTRIBUTION**

35. (i) If syndicated, names of Managers: [Not Applicable/*give names*]  
(ii) Stabilisation Manager(s) (if any): [Not Applicable/*give names*]
36. If non-syndicated, name and address of Dealer: [Not Applicable/*give name and address*]
37. Total commission and concession: [●] per cent. of the Aggregate Nominal Amount
38. Private banking rebate/commission: [Applicable/Not Applicable]
39. U.S. Selling Restrictions: Reg. S category 2[; Rule 144A] (*In the case of Bearer Notes*) – [TEFRA C/TEFRA D/TEFRA not applicable] (*In the case of Registered Notes*) – TEFRA Not Applicable
40. Prohibition of Sales to EEA Retail Investors: [Applicable/Not Applicable] (*If the Notes clearly do not constitute “packaged” products or the Notes do constitute “packaged” products and a KID will be prepared in the EEA, “Not Applicable” should be specified. If the Notes may constitute “packaged” products and no KID will be prepared, “Applicable” should be specified.*)

41. Prohibition of Sales to UK Retail Investors: [Applicable/Not Applicable] *(If the Notes clearly do not constitute “packaged” products or the Notes do constitute “packaged” products and a KID will be prepared in the UK, “Not Applicable” should be specified. If the Notes may constitute “packaged” products and no KID will be prepared, “Applicable” should be specified.)*

42. Additional selling restrictions: [Not Applicable/give details]

#### OPERATIONAL INFORMATION

43. ISIN Code: [●]

44. Common Code: [●]

45. CMU Instrument Number: [●]

46. CUSIP: [●]

47. Legal Entity Identifier: The Legal Entity Identifier of the [Bank/Issuer] is [5493002ERZU2K9PZDL40]/[●]

48. Any clearing system(s) other than Euroclear/Clearstream, DTC and the CMU and the relevant identification number(s): [Not Applicable/give name(s) and number(s)]

49. Delivery: Delivery [against/free of] payment

50. Additional Paying Agent(s) (if any): [●]

#### GENERAL

51. The aggregate principal amount of Notes issued has been translated into U.S. dollars at the rate of [●], producing a sum of (for Notes not denominated in U.S. dollars): [Not Applicable/U.S.\$[●]]

52. [Ratings: The Notes to be issued are expected to be rated: [S&P: [●]]; [Moody’s: [●]];[and] [Fitch: [●]] (each a “**Rating Agency**”). If any Rating Agency shall not make a rating of the Notes publicly available, the Issuer shall select and substitute them with [●] or [●] and its successors.] *[A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension and withdrawal at any time by the relevant rating agency.] (The above disclosure should reflect the rating allocated to the Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating.)*

## **[USE OF PROCEEDS**

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

## **[STABILISATION**

In connection with this issue, *[insert name of Stabilisation Manager]* (the “**Stabilisation Manager**”) (or persons acting on behalf of any Stabilisation 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 relevant Stabilisation Manager (or persons acting on behalf of any Stabilisation Manager) in accordance with all applicable laws and rules.]

## **[LISTING APPLICATION**

The Pricing Supplement comprises the final terms required for the issue of Notes described herein pursuant to the U.S.\$20,000,000,000 Global Medium Term Note Programme of Industrial and Commercial Bank of China Limited.]

## **RESPONSIBILITY**

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

Signed on behalf of [Industrial and Commercial Bank of China Limited] / *[Specify Branch Issuer]*:

By: \_\_\_\_\_  
Duly authorised

## **Appendix**

*[insert additional disclosure with respect to the relevant Issuer which is a Branch Issuer (if required)]*



## BOOK-ENTRY CLEARANCE SYSTEMS

*The information set out below is subject to any change in or reinterpretation of the rules, regulations and procedures of DTC, Euroclear or Clearstream (together, the “Clearing Systems” when used in this section) currently in effect. The information in this section concerning the Clearing Systems has been obtained from sources that the Bank and the relevant Issuer believe to be reliable, but none of the relevant Issuer, 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 Issuer nor any other party to the 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. Information in this section has been derived from the Clearing Systems.*

### BOOK-ENTRY SYSTEMS

#### DTC

DTC has advised the relevant Issuer that it is a limited purpose trust company organised under the New York Banking Law, a member of the Federal Reserve System, 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 (“**Direct Participants**”) deposit with DTC. DTC also facilitates the settlement among Direct Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerised book-entry changes in Direct Participants’ accounts, thereby eliminating the need for physical movement of securities certificates. Direct Participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organisations. DTC is a wholly-owned subsidiary of The Depository Trust and Clearing Corporation (“**DTCC**”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as securities brokers and dealers, banks and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“**Indirect Participants**” and, together with Direct Participants, “**Participants**”). More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com) and [www.dtc.org](http://www.dtc.org) but such information is not incorporated by reference in and does not form part of this Offering Circular.

Under the rules, regulations and procedures creating and affecting DTC and its operations (the “**DTC 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 DTC Rules are on file with the United States 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 DTC 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 Participant’s 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 Participant 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., or such other name as may be requested by an authorised representative of DTC. The deposit of DTC Notes with DTC and their registration in the name of Cede & Co. or such other DTC nominee 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 DTC. 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. (nor any other DTC nominee) will consent or vote with respect to DTC Notes unless authorised by a Direct Participant in accordance with DTC's MMI Procedures. 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 Cede & Co., or such other nominee as may be requested by an authorised representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the relevant Issuer or the relevant agent (or such other nominee as may be requested by an authorised representative of DTC), on the relevant payment date in accordance with their respective holdings shown in DTC's records. 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, and will be the responsibility of such Participant and not of DTC or the relevant Issuer, 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 the relevant Issuer, 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 Participants 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 will be legended as set forth under "*Transfer Restrictions*".

A Beneficial Owner shall give notice to elect to have its DTC Notes purchased or tendered, through its Participant, to the relevant agent, and shall effect delivery of such DTC Notes by causing the Direct Participant to transfer the Participant's interest in the DTC Notes, on DTC's records, to the relevant agent. The requirement for physical delivery of DTC Notes in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the DTC Notes are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered DTC Notes to the relevant agent's DTC account.

DTC may discontinue providing its services as depository with respect to the DTC Notes at any time by giving reasonable notice to the relevant Issuer or the relevant agent. Under such circumstances, in the event that a successor depository is not obtained, DTC Note certificates are required to be printed and delivered.

The relevant Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, DTC Note certificates will be printed and delivered to DTC.

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**

Euroclear and Clearstream each holds securities for its customers and facilitates the clearance and settlement of securities transactions by electronic book-entry transfer between their respective accountholders. Euroclear and Clearstream provide various services including safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear and Clearstream also deal with domestic securities markets in several countries through established depository and custodial relationships. Euroclear and Clearstream have established an electronic bridge between their two systems across which their respective participants may settle trades with each other.

Euroclear and Clearstream customers are world-wide financial institutions, including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Indirect access to Euroclear and Clearstream is available to other institutions that clear through or maintain a custodial relationship with an accountholder of either system.

## **BOOK-ENTRY OWNERSHIP OF AND PAYMENTS IN RESPECT OF DTC NOTES**

The relevant Issuer may apply to DTC in order to have any Tranche 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 Unrestricted Global Note Certificate, the respective depositories of Euroclear and Clearstream. 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 Paying Agents, the Registrars 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 NOTE CERTIFICATES**

Transfers of any interests in Notes represented by a Global Note Certificate within DTC, Euroclear and Clearstream 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 Participant 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 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 Registrars, the Paying Agents and any custodian (“**Custodian**”) with whom the relevant Global Note Certificates have been deposited.

On or after the Issue Date for any Series, transfers of Notes of such Series between accountholders in Clearstream 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 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 and Euroclear, on the other, transfers of interests in the relevant Global Note Certificates will be effected through the Registrars, the Paying Agents and the 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 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 and Euroclear have each published rules and operating procedures designed to facilitate transfers of beneficial interests in Global Note Certificates among participants and accountholders of DTC, Clearstream 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 Issuer, the Agents or any Dealer will be responsible for any performance by DTC, Clearstream or Euroclear or their direct or indirect participants or accountholders of their obligations under the rules and procedures governing their operations nor will the relevant Issuer, any Agent or any Dealer 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 Note Certificates or for maintaining, supervising or reviewing any records relating to such beneficial interests.

## **SUMMARY OF PROVISIONS RELATING TO THE NOTES WHILE IN GLOBAL FORM**

### **CLEARING SYSTEM ACCOUNTHOLDERS**

In relation to any Tranche of Notes represented by a Global Note in bearer form, references in the Terms and Conditions of the Notes 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 and/or any other relevant clearing system, and/or a sub-custodian for the CMU, will be that depositary, common depositary or sub-custodian, as the case may be.

In relation to any Tranche of Notes represented by a Global Note Certificate, references in the Terms and Conditions of the Notes to “Noteholder” are references to the person in whose name such 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 and/or any other relevant clearing system, and/or a sub-custodian for the CMU, will be such depositary or common depositary, or a nominee for such depositary or common depositary, or such sub-custodian, as the case may be.

Each of the persons shown in the records of DTC, Euroclear and/or Clearstream 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 and/or Clearstream and/or such other relevant clearing system (as the case may be) for such Accountholder’s share of each payment made by the relevant Issuer 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 the Global Note or Global Note Certificate will be determined by the respective rules and procedures of DTC, Euroclear and Clearstream 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 the relevant Issuer in respect of payments due under the Notes and such obligations of the relevant Issuer will be discharged by payment to the holder of such Global Note or Global Note Certificate.

If a Global Note or a Global Note Certificate is lodged with a sub-custodian for or registered with the CMU, the person(s) for whose account(s) interests in such Global Note or Global Note Certificate are credited as being held with the CMU in accordance with the CMU Rules at the relevant time shall be the only person(s) entitled to receive payments in respect of Notes represented by such Global Note or Global Note Certificate and the relevant Issuer 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 Note Certificate are credited as being held with the CMU in respect of each amount so paid. Each of the persons shown in the records of the CMU, as the beneficial holder of a particular nominal amount of Notes represented by such Global Note or Global Note Certificate must look solely to the CMU for his share of each payment so made by the relevant Issuer in respect of such Global Note or Global Note Certificate.

### **CONDITIONS APPLICABLE TO GLOBAL NOTES**

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

#### **Payment**

All payments in respect of the Global Note which, according to the Terms and Conditions of the Notes, 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 Issuer 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, the relevant place of presentation shall be disregarded in the definition of “Payment Business Day” set out in Condition 2(a) (*Interpretation – Definitions*) and Condition 10(h) (*Payments – Bearer Notes – Payments on business days*).

## **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” means, in the case of DTC and Euroclear and Clearstream, Monday to Friday inclusive except 25 December and 1 January or in the case of the CMU, a day on which each clearing system for which the Global Note Certificate is being held is open for business.

## **Exercise of put option**

In order to exercise the option contained in Condition 9(e) (*Redemption at the option of Noteholders*), the bearer of the Permanent Global Note or the holder of a Global Note Certificate must, within the period specified in the Conditions for the deposit of the relevant Note and put option notice, give written notice of such exercise to the Issuing and Paying Agent or (in respect of Notes lodged with the CMU, the CMU Lodging and 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 9(c) (*Redemption at the option of the Issuer*) in relation to some only of the Notes where such Notes are held with DTC, Euroclear and/or Clearstream or CMU, 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 Conditions and the Notes to be redeemed will not be selected as provided in the Conditions but in accordance with the rules and procedures of DTC, Euroclear and Clearstream (to be reflected in the records of DTC, Euroclear and Clearstream as either a pool factor or a reduction in principal amount, at their discretion) or, as the case may be, CMU.

## **Notices**

Notwithstanding Condition 19 (*Notices*), while all the Notes are represented by a Temporary Global Note (or by that Temporary Global Note and a Permanent Global Note), a Permanent Global Note (or by that Permanent Global Note and/or a Temporary Global Note) or a Global Note Certificate and the Temporary Global Note is (or the Temporary Global Note and the Permanent Global Note are), or the Permanent Global Note is (or the Permanent Global Note and 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 and/or any other relevant clearing system (other than the CMU, 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 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 19 (*Notices*) on the date of delivery to DTC and/or Euroclear and/or Clearstream and/or any other relevant clearing system or (ii) deposited with a sub-custodian for the CMU, notices to Noteholders may be given by delivery of the relevant notice to the CMU and any such notice shall be deemed to have been given to Noteholders in accordance with Condition 19 (*Notices*) on the day on which such notice is delivered to the CMU.



## CAPITALISATION AND INDEBTEDNESS

The following table sets forth the Group’s capitalisation as at 31 December 2021. Please read this table in conjunction with the Group’s audited annual consolidated financial statements and the accompanying notes thereto, which have been incorporated by reference in this Offering Circular as described under “Documents Incorporated by Reference”.

	<b>As at 31 December 2021</b>
	<b>(RMB millions)</b>
<b>Liability<sup>(1)</sup></b>	
Debt securities issued <sup>(2)</sup> . . . . .	791,375
<b>Equity</b>	
Equity attributable to equity holders of the parent company	
Share capital . . . . .	356,407
Other equity instruments . . . . .	354,331
Reserves . . . . .	926,375
Retained profits . . . . .	1,620,642
	3,257,755
Non-controlling interests . . . . .	17,503
<b>Total equity</b> . . . . .	3,275,258
<b>Total capitalisation<sup>(3)</sup></b> . . . . .	4,066,633

*Notes:*

- (1) As at 31 December 2021, we had due to customers, due to banks and other financial institutions, certificates of deposit, repurchase agreements and other liabilities.
- (2) Since 31 December 2021, we have issued additional debt securities in the ordinary course of business. See “Recent Developments”.
- (3) Total capitalisation equals the sum of debt securities issued and total equity.

Save as disclosed in this Offering Circular, there has not been any material change in the capitalisation of the Group since 31 December 2021.

## DESCRIPTION OF THE BANK

### OVERVIEW

We rank first place in the PRC banking industry in terms of each of total assets, market share of loans and market share of deposits for the past three years. In 2021, we ranked first place among the “Top 1000 World Banks” by *The Banker*, ranked first place among the “Global 2000” by *Forbes* and ranked first in the list of commercial banks of the “Global 500” by *Fortune* for the ninth year in a row. We also ranked first among the “Top 500 Banking Brands” by *Brand Finance* for the sixth consecutive year.

Established on 1 January 1984, we were restructured to become a joint-stock limited company on 28 October 2005. On 27 October 2006, we were successfully listed on both the Shanghai Stock Exchange and the Hong Kong Stock Exchange.

We have developed into the leading listed bank in the world, possessing a wide customer base, a diversified business structure, strong innovation capabilities and market competitiveness. We have established presence in six continents, with a global network covering 49 countries and regions and 421 overseas institutions as at 31 December 2021. In addition, through our equity participation in Standard Bank Group Limited, we indirectly cover 20 countries in Africa. We provide comprehensive financial products and services to nearly 9.70 million corporate customers and over 700 million personal customers via our distribution channels domestically, internationally and as well as through our E-banking network comprising a range of internet and telephone banking services and self-service banking centres, forming a diversified and internationalised operating structure focusing on commercial banking business and maintaining a leading position in the domestic market in the commercial banking sector. As one of the leading commercial banks in terms of global presence and asset size, we implemented the “Belt and Road Initiative”. We have carried out a number of projects and maintained 125 institutions in 21 countries and regions along the “Belt and Road” as at 31 December 2021.

We provide customers with a wide range of financial products and services and have formed a cross-market, internationalised and integrated business model with a focus on commercial banking. We have maintained a leading position among PRC commercial banks in most of our core and emerging businesses.

We believe that “Industrial and Commercial Bank of China” is one of the most recognised financial service brand names in the PRC with significant international influence. We have won numerous awards over the years, including, among others:

- the first place among the “Global 2000” for the ninth consecutive year in 2021 by *Forbes*;
- the first place among the “Top 1000 World Banks” for the ninth consecutive year in 2021 by *The Banker*;
- the first place in the list of commercial banks of the Global 500 for the ninth consecutive year in 2021 by *Fortune*;
- the first place among the Top 500 Banking Brands for the sixth consecutive year in 2021 by *Brand Finance*;
- the first place among the “Corporate Brand Value List” for the sixth consecutive year in 2021 by *China Council for Brand Development*;
- the first place among national commercial banks in the Gyroscope evaluation system in 2021 by *China Banking Association*;
- “Best Bank in China” in 2021 by *FinanceAsia*;
- “World’s Best Emerging Markets Bank”, “Best Bank in Asia Pacific”, “Best Bank in China” and “Best Corporate Bank in China” in 2021 by *Global Finance*;
- “Best Mega Custodian Bank in China”, “Best RMB Clearing Bank in Asia Pacific” and “Best Cash Management Bank in Asia Pacific” in 2021 by *The Asian Banker*; and
- “Best Bank, China”, “Best Bond Advisor in China” and “Best Insurance Custodian Bank in China” in 2021 by *The Asset*.

We strive to duly implement the organic unification of economic and social responsibilities, gaining wide social recognition for supporting economic and social development, protecting environment and resources, and participating in community services. In recent years, we have won awards from various institutions including “Best Social Responsibility Financial Institution Award” and “Best Social Contribution Award” by *China Banking Association* and “Best Chinese State-owned Listed Companies on Corporate Social Responsibilities Award” by *Southern Weekly*. In 2021, we ranked first among national commercial banks in the Gyroscope evaluation system by the *China Banking Association* and we were awarded “Outstanding Responsible Enterprise of the Year 2020” and “Excellent Social Responsibility Report of the Year 2020” by *Southern Weekly*.

For the years ended 31 December 2019, 2020 and 2021, we achieved profit for the year of RMB313,361 million, RMB317,685 million and RMB350,216 million, respectively. As at 31 December 2019, 2020 and 2021, we had total assets of RMB30,109,436 million, RMB33,345,058 million and RMB35,171,383 million, respectively, and our net loans and advances to customers totalled RMB16,326,552 million, RMB18,136,328 million and RMB20,109,200 million, respectively.

## OUR COMPETITIVE STRENGTHS

### **We possess a leading market position in the PRC with growing international influence.**

We have set our vision to become “a world-class and modern financial enterprise with global competitiveness by adhering to the principles of ‘delivering excellence, sticking to our founding mission, customers’ favourite, leading in innovation, security and prudence, and people-oriented’”. We believe that “Industrial and Commercial Bank of China” has become one of the PRC’s best-known brand names in the financial services industry, and our international influence is also expanding rapidly.

We rank first in the PRC banking industry in terms of each of total assets, market share of loans and market share of deposits, and we benefit from the scale of our operations. As at 31 December 2021, we had RMB35,171,383 million in total assets. In terms of corporate banking, we ranked first among comparable peers in both the number of corporate customers and the amount of corporate loans and deposits. Our corporate customers increased to 9.69 million in 2021, as compared to 8.64 million in 2020. We are also the first commercial bank to break the RMB10 trillion mark of RMB corporate loans and one of the industry leaders in terms of the size of personal loans. As at 31 December 2021, the balance of our corporate loans reached RMB12,194,706 million, representing an increase of RMB1,091,973 million or 9.8 per cent. as compared to the end of 2020. As at 31 December 2021, the balance of our corporate deposits reached RMB13,331,463 million, representing an increase of RMB386,603 million or 3.0 per cent. as compared to the end of 2020.

We are one of the highest-rated domestic Chinese commercial banks in terms of international credit ratings. Currently, we have a rating of “A” with a stable outlook by S&P and a rating of “A1” with a stable outlook by Moody’s.

With respect to our traditional banking business, we have further strengthened our competitive advantages and leading position, and our corporate loans and deposits and individual loans and deposits businesses have been growing steadily in recent years. As at 31 December 2021, Renminbi deposits were RMB24.9 trillion, representing a year-on-year increase of 5.7 per cent. With respect to our emerging businesses and intermediary businesses, we have maintained a high level of growth and development in these areas and further expanded our competitive advantages. In 2021, we made vigorous efforts in the development of digital inclusive finance and supply chain finance, scaled up small and micro loans, and our inclusive loans grew by over 50 per cent. from 31 December 2020.

Leveraging on the growth of the PRC economy, we have enhanced our global influence. In recent years, with our strong corporate culture, management capability and operating performance, we have received numerous industry awards from various well-known international media publications and other institutions. Please refer to the subsection “*Description of the Bank – Overview*” above for further information.

**We have transformed our business operations successfully and have created a leading business model in the PRC banking industry.**

We have transformed our business and optimised our business structure to create a business model that we believe balances risks and benefits and has strong sustainability. We have optimised our asset and liability structure. With respect to assets, our returns on loans have stayed strong, while maintaining a low proportion of high-risk assets. As at 31 December 2021, our risk-weighted assets to total assets ratio was 61.67 per cent. and our loan-to-deposit ratio was 77.3 per cent. At the same time, in view of the state of the PRC economy and from the state macro-control policy, we have maintained reasonable and balanced growth of our total amount of credit, and, on this basis, we have shifted the focus of our work to the adjustment and optimisation of our credit structure and the cultivation of new growth areas. We have optimised our corporate loan product mix in terms of industry allocation, customer allocation and geographical allocation. We have supported the “13th Five-Year Plan”, “14th Five-Year Plan”, “four regions”, “three supporting belts”, the construction of Xiong’an New Area and Beijing Sub-centre, and other key projects and programmes. We arranged the aggregate volume, pace and structure of investment and financing in a well-coordinated way, and continuously improved the adaptability, competitiveness and inclusiveness of financial services, so as to better meet the diversified financial needs of the real economy and the general public. For the year ended 31 December 2021, we registered new domestic RMB loans of RMB2.12 trillion, representing a year-on-year increase of RMB243.3 billion. As at 31 December 2021, our bond investments grew by RMB763.2 billion over the beginning of 2021, with the balance remaining at the first position among peers. In 2021, we took precise and targeted actions to support the key fields and weak areas of the real economy. As at 31 December 2021, the amount of loans we granted to the manufacturing industry increased by RMB319.7 billion with medium to long-term manufacturing loans grew by RMB242.7 billion as compared to the end of 2020. In 2021, we improved financial service modes for sci-tech enterprises, and as at 31 December 2021 the balance of our loans to key state-supported high-tech fields surpassed RMB1 trillion. We actively pushed forward green and low-carbon transformation and witnessed the total amount of green loans exceeding RMB2.4 trillion as at 31 December 2021, indicating a growth rate of 34.4 per cent. as compared with the end of 2020.

We continue to leverage on our global service network and cross-border integrated service advantages to build a cross-border integrated RMB service system of full chain, full product lines and full life cycle, covering settlement, clearing, investment and financing, financial markets, bond underwriting, asset management, asset custody, and cross-border e-commerce. We promoted the innovative development of cross-border RMB business in key regions, including the Lingang New Area in Shanghai, Guangdong-Hong Kong-Macau Greater Bay Area and Hainan Free Trade Port. We became one of the first eligible pilot banks for the “Southbound Bond Connect” scheme and the “Cross-boundary Wealth Management Connect” scheme in the Guangdong-Hong Kong-Macau Greater Bay Area. In 2021, the cross-border RMB business volume exceeded RMB8.5 trillion.

We have continued to optimise our income structure. We significantly enhanced our efforts to develop low capital consumption intermediary businesses and emerging businesses. In addition, we have pushed forward the diversification of our businesses and promoted a more diversified income structure. We believe our intermediary businesses lead our peers in terms of volume. For the year ended 31 December 2021, our net fee and commission income was RMB133.0 billion, representing an increase of 1.4 per cent. as compared to 2020. In particular, for the year ended 31 December 2021, income from our settlement, clearing business and cash management increased by RMB2,169 million, income from our investment banking business increased by RMB956 million, income from our asset custody business increased by RMB1,193 million, as compared with 2020. We adhered to the business transformation and implemented the policy of fee reduction and profit concessions, resulting in the income decrease on bank card, corporate wealth management, guarantee and commitment businesses.

**We have established an extensive customer base and effective distribution channels.**

We have an extensive customer base. In 2021, the number of our individual customers exceeded 700 million and the number of our mobile banking customers reached 469 million. We were the first in the banking industry to have more than 100 million monthly active users. We have an industry-leading corporate customer base, and the number of high-quality corporate banking customers has been increasing. In 2021, we had nearly 9.70 million corporate customers. Our optimised customer structure has not only provided us with steady sources of funds and promoted the sound growth of our corporate credit business, but also has laid a solid foundation for the growth of our corporate intermediary business. The proportion

of our customer base represented by medium and high-end individual customers has increased rapidly in recent periods. Our high-end individual customer base provides strong support for the further development of our personal financial products and services and steady progress was made in the transformation of businesses such as asset management, private banking and investment banking.

We have established a well-structured, extensive and efficient distribution network and continue to improve our international network. As at 31 December 2021, we had 421 overseas institutions in 49 countries and regions and indirectly covered 20 African countries through our equity participation in Standard Bank Group Limited. We also established correspondent relationships, establishing a service network covering Asia, Africa, Latin America, Europe, North America and Australia, including major international financial centres. We have strengthened our network by adjusting the geographical allocation of our branch network and upgrading outlets. We have further diversified our distribution channels in order to enhance our ability to provide individualised services. We have continued to upgrade our operational network, strengthen the build-up of our customer management team and improve our multi-level customer service system and our customer service capabilities.

**We have a leading position in the industry in terms of E-banking capability and technological development and continue to focus on FinTech.**

We have actively promoted our electronic banking platform, E-banking, as a substitute for traditional physical outlets. Through our customer- and market-oriented services, we have consolidated our leading position in E-banking, accelerated the development of new fields, markets and customers, as well as the expansion of overseas businesses. To ensure balanced and rapid development of the scale, quality and efficiency of our E-banking business, we have further strengthened our risk prevention and control capabilities.

We believe we have a leading position in the industry in terms of our E-banking capability. In 2021, we practised technology self-reliance, strengthened the “dual wheel drive” of technological innovation and system reform, and empowered the development of “D-ICBC” with technology. Our intelligent banking ecosystem (ECOS) won the only special award of the FinTech Development Awards from the PBOC. In 2021, we also had the most newly added and accumulated patents among Chinese banks and were the first bank to receive a five-star rating for its maturity of data management capabilities. To further strength our core capabilities in new infrastructures, we have built a series of new IT platforms, including ICBC Turing, ICBC Premier Chain and ICBC Nebula. With more than 150 breakthroughs achieved in security, performance and capacity, we were included in Forbes’ Blockchain 50 2021. In 2021, we remained steadfast on the road of digital development. In shifting from “bank informatization” to “informatized bank”, we led the Digital 1.0 stage of digital technology driven business development. We keenly grasped the trends in the fresh technological revolution and industry transformation and made a push for IT architecture transition and the “smart banking ecosystem ECOS” project, kick-starting the Digital 2.0 stage of digitalisation led transformation in every respect. In 2021, we took the lead in developing a five-dimensional plan for “digital ecosystem, digital assets, digital technology, digital infrastructure and digital genes” and planned to launch a farsighted digital brand “D-ICBC”. In addition, leveraging on our FinTech and data strengths, we deepened the D-ICBC development driven by “data and technology” on a customer-oriented basis. Keeping in mind the bigger picture of building a digital China, we contributed to the healthy development of digital economy by promoting profound changes in business and service models, and improvement of quality and efficiency of product innovation. Significant improvements have been made in customer experience, service efficiency and business value.

**We have further enhanced our risk management and internal control capability by establishing an advanced, quantitative and comprehensive risk management system.**

We placed equal emphasis on development and security, adopted a holistic risk management approach to people, money and policy system, and upgraded the enterprise risk management system through “active prevention, smart control and comprehensive management”. We strengthened the implementation of policies and fully implemented new credit review regulations across domestic institutions. We carried out special actions to improve asset quality, systematically inspected and managed risks in key areas and related to key customers, and redoubled efforts in the collection and disposal of NPLs.



For the year ended 31 December 2021, we recovered and disposed of RMB190.1 billion NPLs accumulatively, and actively promoted the transformation of risk asset management. The overdue rate, overdue amount and price scissors between overdue loans and NPLs continued to decline in 2021. Our NPL ratios as at 31 December 2019, 2020 and 2021 were 1.43 per cent., 1.58 per cent. and 1.42 per cent., respectively. As at 31 December 2021, the ratio of overdue loans was 1.23 per cent., decreased 0.21 percentage points from the end of 2020. The price scissors between overdue loans and NPLs was RMB-38.5 billion, maintaining negative for seven consecutive quarters, representing a record low.

We overdid the task of reducing existing wealth management products. We stayed vigilant against market risk and took effective measures to forestall emerging risks such as climate risk and model risk. We comprehensively improved the effectiveness of internal control and case prevention, and achieved notable results in customer complaint management.

**Our advanced information technology systems provide strong support for our business innovation and development.**

We believe that we have one of the most advanced information technology systems in place among all commercial banks in the PRC. Since our initial public offering, we have focused on implementing our “technology driven” development strategy. Our advanced information technology systems have enabled us to maintain a competitive position in various fields such as customer service, product innovation, risk management, operation process re-engineering and electronic banking network expansion.

We have maintained the security and stability of our information technology systems despite a significant increase in our business volumes. We were the first among the five major PRC commercial banks (Industrial and Commercial Bank of China Limited, China Construction Bank Corporation, Bank of China Limited, Agricultural Bank of China Limited and Bank of Communication Co., Ltd) to achieve data centralisation, and we were the first large-scale commercial bank in the PRC to adopt a centralised full-function banking system that enables real-time processing of bank-wide data. We have continued to strengthen our information security and protection and improved our disaster recovery systems. The establishment of two key data centres (one primary and one backup) in Beijing and Shanghai in 2002 made us the first among PRC banks to complete the data centralisation. Also, we set up a local data centre in Shanghai in June 2015, enabling a full switchover between data centres within minutes.

We have significant capacity internally for continued research and development of our global banking systems and have researched and developed our fourth generation core information system on our own initiatives. We have increased our technological support for our overseas institutions and completed the establishment of systems relating to RMB clearing at our Singapore Branch. We have extended our integrated business processing system (“FOVA”) to cover certain of our overseas institutions. We have also promoted the internet banking and mobile banking systems of our wholly owned Hong Kong subsidiary, ICBC (Asia), and have extended our internet banking coverage to our overseas institutions.

We have established a centralised technology organisation system, formed information technology management and information technology approval committees and formulated complete and sound information technology management systems, technical standards and norms in the PRC banking industry. We have one of the largest and strongest technology teams in the PRC banking industry.

**We have steadily implemented our internationalisation and integration strategy for development and enhanced our capability as a comprehensive financial services provider.**

Since our initial public offering, we have seized development opportunities domestically and overseas and steadily implemented our internationalisation and integration strategies, thereby enhancing our capability in cross-region, cross-market and cross-product services. We have accelerated the establishment of our global operation network and enhanced our international service capability by carrying out the following initiatives:

- with a particular emphasis on Asian and other emerging markets, we have focused on growing our businesses in both emerging and developed markets, have expanded our overseas operation network through both organic growth and strategic mergers and acquisitions and have set up both physical outlets and electronic channels;



- leveraging our overseas integrated business licence as well as the strong product support from FOVA for overseas institutions, we have built up our important global product lines, including retail, funds clearing, trade finance, global cash management, specialty financing, investment banking, bank card, internet banking and asset management, while managing our core businesses including loans, deposits and foreign exchange services; and
- following closely the trend of PRC enterprises expanding their businesses globally, we have promoted the RMB settlement business for cross-border trades and strengthened our integrated ability to serve global customers.

We have established a global network with 421 overseas institutions in 49 countries and regions as at 31 December 2021. On that basis, we have gradually shifted the focus of our internationalisation strategy to the localised, mainstream and differentiated development of overseas institutions. Through strengthening the extension of key product lines abroad and interactions between domestic and overseas operations, we have improved the competitiveness, operation and development of our overseas institutions.

Our overseas branches in Singapore, Luxembourg, Qatar, Canada, Thailand, Argentina and Russia have obtained the qualification to become RMB clearing banks, making us one of the PRC financial institutions with branches with RMB clearing capability in Asia, Europe, and the Americas and establishing a truly global RMB clearing system operating 24 hours a day, seven days a week and a solid foundation for further promoting cross-border RMB transactions. In 2021, our cross-border RMB business volume exceeded RMB8.5 trillion. Our RMB clearing capability has facilitated cross-border RMB transactions and promoted the internationalisation of RMB.

In addition, leveraging our advantages in customer relations, capital management and information technology systems, we have proactively set up and accelerated the development of licensed non-banking financial businesses such as investment banking, fund management, financial leasing and insurance with a view to satisfying our customers' increasingly diversified needs for integrated financial services. ICBC International Holdings Limited ("**ICBC International**") has actively participated in Hong Kong listings by large multinational corporations and domestic companies and has developed its bond underwriting businesses, through which it has created a more balanced and stable income structure. ICBC Credit Suisse Asset Management Co., Ltd. ("**ICBC Credit Suisse Asset Management**") has leveraged its asset management platform, continued to develop new products, expanded its investment management system and realised steady growth in business performance, taking a lead among bank-affiliated fund management companies in the PRC. ICBC Financial Leasing Co., Ltd. ("**ICBC Leasing**") continues to work towards expanding its business, quickening its operating transformation and proactively developing leasing products. Relying on our dominant position, ICBC-AXA Assurance Co., Ltd. ("**ICBC-AXA**") has adopted a strategy of localised and independent operations and development, deepening bancassurance cooperation and intensifying product development efforts. We also established ICBC Asset Management (Global) Company Limited in Hong Kong, creating a unified global asset management platform for us.

On 8 December 2016, the board of directors of the Bank (the "**Board**") established ICBC Asset Management Co., Ltd ("**ICBC Asset Management**") in Beijing with an investment of RMB12 billion, representing 100 per cent. of the registered capital of ICBC Asset Management. ICBC Asset Management is dedicated to our debt for equity swaps business and is responsible for the overall implementation of the debt for equity swaps business for the entire Group. ICBC Asset Management carries out debt acquisition, debt for equity swaps, asset disposal and other asset management related to debt for equity swaps as required for the debt for equity swaps business, subject to the final scope of business approved by the regulatory authority. The investment has been financed by our own funds. The investment has generated reasonable investment returns for us, promoted the upgrade of our conventional business, expanded the means for our business innovation, improved our diversified financial service capability, and further consolidated the Group's resources to push forward the specialised operation of business in the relevant fields. The investment has reduced the enterprise leverage ratio and is consistent with our strategy to develop diversified financial services.

**Our senior management team has extensive experience, and their vision has helped us maintain our leading position in the PRC banking industry.**

Our senior management team has extensive experience in the PRC commercial banking industry. Our chairman, Mr. Chen Siqing, joined us in 2019 and has over 20 years of experience in the PRC banking industry. Our president, Mr. Liao Lin, joined us in 2019 and has over 30 years of experience in the PRC

banking industry. Our senior management also has long-term strategic vision and keen insight into the PRC banking industry. Under their leadership, we have established an industry-leading operating model in the PRC. We have actively responded to changes in the external environment, continued our product development and business innovations, established powerful information technology systems and became the first in the PRC banking industry to establish a comprehensive risk management system. Our senior management team has led our transformation from the PRC's largest bank to a leading international bank.

Although we have faced increasing competition in the industry, we have continued our prudent operations, accelerated our business transformation and maintained smooth and steady development under the leadership of our management team. We believe that our strong management team will be able to lead us in maintaining our competitive advantages in the future, laying a solid foundation for our long-term sustainable growth.

## **OUR STRATEGIES**

We will remain guided by the Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, strive for the goal of building a moderately prosperous society in all respects, follow the “48-character” guideline of “guidance of Party building and strict governance, customer first and serving the real economy, technology driven and value creation, international vision and global operation, pragmatic transformation and reform, solid foundation by risk control and talent-oriented development” and accurately understand the “big, comprehensive, stable, new, optimal and strong” orientation of development. Meanwhile, we will make coordinated effort on regular COVID-19 containment, financial services and business development and provide financial services that are increasingly adaptive, competitive and inclusive. We intend to achieve this through the following strategies:

### **Continuing to optimise our asset and liability structure.**

We aim to optimise our business operations by focusing on new businesses with high-growth potential, including individual loans and loans to small and micro enterprises and medium-sized enterprises, as well as high-growth industries, such as strategic emerging industries, internet sector, service sectors and household products sectors, to further develop our customer base and targeted markets. We intend to maintain a prudent lending policy by promoting our businesses to customers in environmentally friendly sectors and reducing our exposure to industries with high energy consumption and over-capacity. The strategy of “No.1 Personal Bank” will be prioritised to meet the need of citizens. We intend to further mature the investment and financing system to support advanced manufacturing for high-quality development, promote financial development of small and micro enterprises and private enterprises and actively serve the livelihood-related consumption. We aim to proactively respond to national regional development strategies and strives to construct a network of collaborated development, featured development and optimised development among major regions. In line with the rural revitalisation strategy, it will focus on poverty alleviation.

We also plan to focus on low-cost demand deposits and interbank deposits in order to optimise our liability structure and achieve reductions in our cost of capital. In order to optimise our income structure, we aim to continue to focus on low capital consumption intermediary businesses (namely settlement, clearing and cash management, personal wealth management and private banking, investment banking, bank cards and emerging businesses) in order to diversify our business and achieve a more stable and balanced income structure.

### **Diversifying revenue and asset mix by expanding into higher growth non-credit exposure businesses.**

We plan to diversify our revenue sources by continuing to develop our non-credit exposure businesses. We believe that many fee and commission-based products and services will experience stable growth over the next few years as the PRC economy continues to grow, the PRC financial services sector experiences further liberalisation and our customers' banking needs become more sophisticated. We plan to increase our support and investment in asset management and personal banking businesses and to expand into other non-credit exposure businesses such as financial insurance.

- The corporate banking segment covers the provision of financial products and services to corporations, government agencies and financial institutions. The products and services include corporate loans, trade financing, deposit-taking activities, corporate wealth management services, custody activities and various types of corporate intermediary services.

- In personal banking, we plan to further develop personal wealth management and other investment products, standardising services and distribution bank-wide to provide tailored products and services focused on high net worth customers and customer groups with high growth potential.
- In our treasury business, we intend to continue to enhance our investment and trading capabilities, upgrade our trading systems, improve the quality of investment and trading personnel, develop new products and services, strengthen our liquidity management and increase the return on our non-credit exposure assets.
- In addition, in light of the opportunities presented as a result of increasing globalisation of the RMB, we plan to further develop our cross-border RMB businesses and to improve our RMB settlement system.

We believe that by offering a broader range of non-credit exposure products and services coupled with prudent risk management, we will not only improve customer satisfaction and attract new customers, but also create new revenue sources and improve our overall profitability.

**Strategically expanding our traditional branch network and enhancing sales and marketing capabilities through electronic banking operations, cross-market and integrated operating platforms.**

In order to further enhance the marketing of our products and services and to achieve greater operational efficiencies, we intend to fully leverage our advanced information technology platform and customer relationship management systems. We intend to actively cross-sell our products and services to our existing customers and provide enterprises with more flexible and diverse financial service options through our extensive network, cross-market and integrated operating platforms. Furthermore, we plan to expand our electronic banking operations through upgrading our technology platforms for mobile and internet banking services to deliver more products and services to our customers in a timely, reliable and convenient manner and to further increase revenue derived from our electronic banking platform.

We will also improve on cross-market platforms to render better integrated services. We intend to construct the new ecosystem of internationalised development by steadily driving forward Renminbi internationalisation, striving to become the preferred bank for foreign exchange business and facilitating the opening-up at a higher level. We also seek to refine the layout of integrated development and connect the whole value chain of financial services, in a bid to satisfy customers' demand for "one-stop" financial services.

**Continuing to invest in information technology infrastructure and to utilise advanced technology to support our growing business.**

We aim to further invest in information technology infrastructure and to apply data analytics, cloud computing and mobile internet technologies in areas such as marketing and sales, customer services, product innovation and risk control in order to support our business, with a focus on the integration of finance and technology. We will continue developing our three major platforms: "ICBC Mall", "ICBC Mobile" and "ICBC Link", and a series of new platforms, including "ICBC Turing", "ICBC Premier Chain" and "ICBC Nebula". We intend to use the technology at our disposal to gain more insight into our customers' demands, to increase our business and risk management capabilities and effectiveness, to strengthen dynamic risk assessment and real time alert controls and to develop an integrated platform combining online and offline services for our customers. For example, on 8 November 2019, we announced that we had officially released ECOS in Beijing. Based on the construction of ECOS, we have reorganised the business structure and set up a new system of intra-group product consolidation, information sharing, process coordination and channel synchronisation. We have advanced ESOS and have already developed two core IT infrastructure platforms in-house to deal with all the core operations of ICBC, providing safe and stable financial services to over 700 million individual customers and nearly 9.70 million corporate customers, with the system availability always above 99.99 per cent. Centring on customers, we will actively push forward the transformation of the customer development concept to "serving the broadest customer base", provide customers with low-cost, highly efficient and individualised services. We will also rely on ICBC Mobile, ICBC Link, ICBC Mall API open platform and ICBC Finance Cloud Platform for cross-sector cooperation, to construct "Finance Plus" hotspot scenarios and build an open, cooperative and win-win financial ecosystem. Following the FinTech development trend, we intend

to comprehensively lay out in advanced technology areas such as artificial intelligence, blockchain, cloud computation, big data and internet of things. Technology empowerment will be further highlighted to develop a digital ICBC. The ECOS project will be completed and an “all-customer, full-channel and omni-product” new ecosystem framework set up. Collaboration between technology and business will be enhanced and capacity of agile and iterative development will be improved. The intelligent bank strategy will be carried out in depth and the primary online integrated service platform will be further developed to promote intelligent customer marketing, operation management and risk control online.

#### **Continuing to strengthen risk management and internal control systems.**

We believe effective risk management is an essential component of our overall business strategy. We plan to continue to align our risk management and internal control capabilities with international best practices. We intend to continue to implement enhanced risk management procedures for credit exposures, such as improving our risk warning and early identification and prevention and mitigation capabilities. We are also instituting changes to further strengthen the independence of our internal control functions and to improve our bank-wide internal control systems. We also seek to continue to improve our risk management capabilities by enhancing our asset and liability management capabilities and by further centralising our risk management. We will continue to reinforce the “three lines of defence” in risk management and construct a comprehensive risk management system covering the whole staff and whole processes globally, to manage cross and imported risks, safeguard the lifeline of asset quality and prevent and resolve financial risks.

#### **Enhancing employee performance through performance-linked incentive schemes and regular training and development initiatives.**

We intend to continue to manage our human resources through various initiatives in order to support our business strategies. We have introduced five career tracks into our human resource system, namely, “management”, “profession”, “sales”, “customer service” and “operation”, in order to facilitate employee career development, enhance performance appraisal and remuneration measures. We intend to continue to provide training and development programmes for our employees to enhance their skills and professional development. We also intend to further improve our management and employee incentive system, such that an employee’s income is tied to his or her personal performance and the contribution made by his or her respective work units. We believe that through these initiatives, we can attract, retain, motivate and develop a workforce of high quality.

### **OUR BUSINESS OPERATIONS**

Our principal businesses include corporate banking, personal banking, asset management services and treasury operations.

#### **Corporate Banking**

Adhering to using corporate banking services as an important means to boost the high-quality development of the real economy, we innovated the corporate credit layout of new manufacturing, new services, new basic industries and high-tech customer groups, improved the supply of financial resources for the key areas and weak links in the real economy, and actively shouldered the responsibilities as a large bank. At the end of 2021, corporate loans reached RMB12,194,706 million, representing an increase of RMB1,091,973 million or 9.8 per cent. over the end of last year. Corporate deposits stood at RMB13,331,463 million, representing an increase of RMB386,603 million or 3.0 per cent.

New breakthroughs have been achieved in customer base. We deeply conducted the “net making and patching” programme, expanded the customer base, improved customer quality, activated customer transactions, and enhanced customer expansion and maintenance capability. While focusing on high-quality customer marketing, we vigorously expanded medium-sized enterprise customer groups to establish a coordinated, active and loyal customer base comprising large, medium and small enterprises. At the end of 2021, the number of corporate customers increased by 12.1 per cent. over the end of the previous year to 9,691,000.

We served the high-quality development of the manufacturing. In 2021, we have carried out the campaign of “Year of Financial Services for Manufacturing” for three consecutive years, and has signed a strategic cooperation agreement with the Ministry of Industry and Information Technology to strengthen product innovation and resource guarantee. At the end of 2021, the balance of manufacturing loans exceeded RMB2 trillion, ranking first among peers in terms of both the balance and increment. We supported the high-level self-reliance and self-improvement in science and technology. We upgraded the financial service system for technological innovation, signed a strategic cooperation agreement with the Ministry of Science and Technology, carried out the campaign of “Financial Service for National High-tech Industrial Development Zones and High-tech Enterprises” and initially formed a service pattern driven by “technological innovation and strategic emerging industries”. At the end of 2021, the balance of loans to enterprises in key high-tech fields and strategic emerging industries supported by the state both exceeded RMB1 trillion.

We provided comprehensive financial services for private enterprises. It implemented the “Eight Comprehensive Measures” to serve private enterprises, and carried out the “Project of Improving Services for Private Enterprise Partners”. At the end of 2021, the balance of loans to private enterprises reached RMB3.39 trillion.

We drove green development with green finance. It actively supported green and low-carbon transformation, especially the financial needs of green industries such as clean energy and green transportation. At the end of 2021, the balance of green loans amounted to RMB2.48 trillion. We, as the lead underwriter, underwrote RMB63,637 million worth of green bonds (including carbon neutrality bonds) in the year.

We actively integrated into the regional coordinated development strategy. We stepped up financial support focusing on coordinated development of the Beijing-Tianjin-Hebei region, integrated development of the Yangtze River Delta, Guangdong-Hong Kong-Macao Greater Bay Area, the rise of central China, and the Chengdu-Chongqing economic circle. At the end of 2021, RMB corporate loans in key regions reached RMB7.54 trillion, accounting for 71 per cent. of the balance of RMB corporate loans of domestic branches, representing an increase of RMB884.0 billion over the end of the previous year.

### *Corporate Loans*

Corporate loans represent the largest portion of our loan portfolio. Our corporate loans include short-term loans and medium to long-term loans. As at 31 December 2019, 2020 and 2021, our corporate loans were RMB9,955.8 billion, RMB11,102.7 billion and RMB12,194.7 billion, respectively. We actively supported the constructions of ongoing infrastructure projects and major projects for making up shortcomings and offered prominent support to the high-quality development of manufacturing, meeting funding requirements of customers in anti-epidemic service sectors for continuing operations. Therefore, our corporate loans in key areas such as the Beijing-Tianjin-Hebei region, Yangtze River Delta, Guangdong-Hong Kong-Macao Greater Bay Area, Central China and Chengdu-Chongqing region continued to grow.

We provide short-term loans with maturities of up to one year to our corporate banking customers. A substantial majority of our short-term corporate loans are working capital loans including trade finance loans. In addition, we provide our corporate banking customers with bills discounting, factoring and forfeiting loans. As at 31 December 2021, the balance of our short-term corporate loans amounted to RMB2,737.7 billion, accounting for approximately 13.2 per cent. of the balance of our corporate loans.

Our medium to long-term corporate loans generally feature terms ranging from one year to 10 years and primarily comprise project loans and property loans. As at 31 December 2021, the balance of our medium to long-term corporate loans amounted to RMB9,457.0 billion, accounting for approximately 45.8 per cent. of the balance of our corporate loans.

In recent years, we have adopted the following measures to promote the stable growth and structural optimisation of our corporate loans business:

- in response to changes in the macroeconomic environment, we optimised the distribution of our lending and further adjusted our credit structure to promote the stable and healthy development of our credit business;
- we proactively provided support for the real economy, satisfied funding needs of key national and regional projects and extended more loans to Central and Western China and Northeastern China;



- we allocated additional financial resources to key industries and quality customers so as to support key national projects under construction and expanded our businesses in areas such as urbanisation-related industries, basic industries and infrastructure, energy and resources, modern services industries, advanced manufacturing, cultural industries, environmental protection, energy conservation and modern agriculture;
- we strengthened the management of our lending to LGFVs and controlled loans to the real estate industry and industries with over-capacity, and gave financial support to various energy conservation and emission reduction projects;
- we accelerated the development of our supply chain financing, including providing e-supply chain financing products in order to enhance the development of trade finance and small and micro enterprises and medium-sized enterprises credit business; and
- we increased our efforts to compete for major corporate customers and industrial leaders and sought new customers among core enterprises and upstream and downstream small and micro enterprises and medium-sized enterprises of supply chains, in an effort to achieve balanced growth of high quality large, medium and small corporate customers.

### *Corporate Deposits*

We provide corporate banking customers with multiple demand and time deposit-taking services in RMB and major foreign currencies. Corporate deposits constitute our major source of funds. In response to challenges posed by the liberalisation of interest rates, we leveraged our advantages in integrated financial services such as corporate wealth management, cash management, E-banking and assets custody to increase our market competitiveness in the corporate deposits business.

As at 31 December 2019, 2020 and 2021, the balance of our corporate deposits was RMB12,028.3 billion, RMB12,944.9 billion and RMB13,331.5 billion, respectively.

### *Inclusive Finance*

We have always regarded the development of inclusive finance as an important measure to serve the real economy and realise its transformation and development. For the year ended 31 December 2021, our inclusive loans grew by over 50 per cent. compared with 2020. In light of China's 14th Five-Year Plan and vision for the year 2035, we implemented the new development concept, served the new development paradigm, and promoted high-quality development in the new development stage. With the high-quality development of inclusive finance as an important measure to better serve the real economy and enhance its competitiveness, we continued to push forward product innovation, strengthen service channels, improve comprehensive services and promote the high-quality and sustainable development of inclusive financial services.

We built a new "Digital Inclusive" system empowered by technology. We fully explored the value of internal and external data, optimised the online inclusive loan product system, and served the long-tail inclusive finance customer group. Through multi-dimensional cross-validation and other methods, we built a digital and intelligent full-process risk control system, and gradually formed a set of stable, sustainable and strategic inclusive finance business model. In 2021, the proportion of online inclusive loans to the balance of new inclusive loans reached 94 per cent.

We continuously provided stable and efficient inclusive credits. We adhered to digital inclusive development, accelerated the improvement of the centralized operation system and online and offline integrated service channels in line with the characteristics of "digital inclusive finance", and supported the sustained and rapid growth of inclusive loans and customers.

We provided targeted support for the key links of inclusive finance. Catering for the needs of the real economy, it increased first loans, loan renewal, credit loans and manufacturing loans for small and micro enterprises. We optimized the regional layout, and promoted the rapid business growth in the regions with active operation of small and micro enterprises, to attain the key regions-driven development. We stepped up support for regions with weak business foundation to achieve sustainable regional development.



Innovation of inclusive finance products was advanced constantly. We upgraded the “Quick Lending for Operation”, accelerated the integration and application of multidimensional data, and improved the non-contact service mode. We launched innovative scenarios such as “Technical Innovation Loan”, “Prosperous Agriculture Loan” and “Solar Power Loan” to better meet the needs of market segments. We continued to promote the online transformation of the whole process of “e-Mortgage Quick Loan” product, to improve business processing efficiency and customer experience; “e-Enterprise Quick Loan”, an innovative financing product, was launched to further enrich online collateral products. We optimized the financial service platform for supply chain, created a unified service portal for digital supply chain financing, and further enhanced its service capability.

We continuously enhanced the capability of inclusive finance services. We deeply identified customer needs, strengthened strategic coordination, and leveraged the Group’s comprehensive business advantages to render the inclusive finance services that combined financing, consulting and commercial services; we continued to carry out a series of activities such as “ICBC Inclusive Finance Travel”, “One Thousand Experts Serving Small and Micro Enterprises”, “Ten Thousand Small and Micro Enterprises Growth Plan” and “Specialization, Refinement, Differentiation and Innovation • Chunfeng Action”, and gradually formed a set of inclusive finance service models with strategic value; we gave full play to the advantages of the Group’s domestic and foreign service outlets, upgraded and built version 2.0 of the “ICBC Business Matchmaker”, a cross-border matchmaking platform that provides intelligent, full-process and closed-loop cross-border matchmaking services consisting of five features, i.e. events, marketplace, feature zone, financial service and information message, and allows 7×24-hour, one-point access to the global industrial chain for small and medium enterprises.

At the end of 2021, inclusive small and micro enterprise loans amounted to RMB1,099 billion, representing an increase of RMB378.4 billion or 52.5 per cent. over the beginning of the year; inclusive small and micro enterprise loan customers numbered 795,000, representing an increase of 204,000; and the average interest rate of newly granted inclusive loans was 4.10 per cent. As at 31 December 2021, the balance of agriculture-related loans was RMB2,661.3 billion, representing an increase of RMB404.1 billion or 17.9 per cent. over the beginning of the year; we had 1,182,000 agriculture-related loan customers, representing an increase of 240,000 compared with 31 December 2020; the average interest rate of newly granted agriculture-related loans was 4.13 per cent., down 19 basis points from the previous year. We had 342 small and micro financial business centers as at 31 December 2021, up 18 over the end of the previous year.

### ***Institutional Banking***

Our institutional banking businesses include financial services provided via our cooperation with securities companies, insurance companies, other banks, governmental agencies and futures companies.

In recent years, we have carried out various strategic initiatives to enhance the sustainable development of our institutional banking business. We offer diversified financial services to institutional customers covering assets, liabilities and intermediary services. We have improved financial services relating to the livelihood of our customers, such as social insurance, housing allowance, finance, education and medical care. In 2021, our institutional banking customer base hit a five-year high in growth, and we remained in the first place among comparable peers for deposits from banks and other financial institutions, manifesting a notable competitive edge.

We consolidated our dominant position in traditional fields such as finance and social security, and served the national reform. In the financial field, we strengthened basic financial services for financial funds and provided high-quality financial services to financial departments and budget units at all levels; in the field of social security, “ICBC e Social Security” services were made available in all provinces and autonomous regions in China; in the field of agriculture, rural areas and farmers, we took the lead in the industry to launch the “Digital Villages” comprehensive service platform to assist agricultural and rural authorities at all levels in strengthening the standardized management of rural collective economy and improving the smart public services and social governance in rural areas, which have covered 31 provinces, 260 prefectures and cities across the country. We have established information technology-based cooperation with 770 district and county-level agricultural and rural departments. Its project was rated as “2021 Excellent Project of New Technology, New Product and New Model of Digital Agriculture in Rural Areas” by the Ministry of Agriculture and Rural Affairs.

We gave full play to the advantages of FinTech and tapped the growth potential in education, healthcare, public resources, social organizations and other fields. In the field of education, we took the lead in the industry to launch the “Education and Training Cloud” supervision platform, carried out IT-based fund supervision cooperation with 938 education authorities at all levels in China, and assisted to strengthen the management of education and training institutions and the supervision of training funds. In the medical field, we launched the “ICBC Cloud Healthcare”, an open platform of intelligent healthcare, and formed a matrix of intelligent healthcare products and services in 45 sub-categories out of five categories, covering all services and products in line with the major policies on the national “healthcare, medical insurance and medicine” interconnection reform. We were awarded the “excellent case of digital healthcare innovation services” at the 16th China Health Information Technology Application and Exchange Conference of the Information Center of the National Health Commission. In the field of public resource trading, we independently developed the “e-Enterprise Guarantee”, a blockchain e-guarantee platform that provides a new online service mode of e-guarantee with automatic processing, real-time receiving and whole-process management in the field, and helps improve the business environment. In the field of social organizations, we launched a “Civil Affairs Capital Verification Link” and cooperated with local civil affairs departments to provide online capital verification services for new social organizations.

We built a new model of cooperation in financial institutions to serve the real economy. We improved the mechanism for customer service, established a “systematic, digital, ecological and professional” service system, and served thousands of customers of different types identified by level, class, group or category. We launched the “Gong Tong Ying”, an innovative comprehensive service platform for financial customers, which provides customers with all-round and one-stop services. We deepened financial infrastructure cooperation, optimized innovation support for exchanges, registration and settlement, guarantee funds, payment systems and other financial infrastructure customers, and facilitated the development of financial institutions through platform services. We were among those first successfully participating in the commodity clearing business in Shanghai Clearing House, and ranked first in the market in terms of contractual customers and clearing amount. We were also among those first obtaining the online financing qualification of standard warehouse receipts on Dalian Commodity Exchange and carried out the first interbank transaction. We served the building of multi-level capital market, strove to be the capital hub and leading bank in the capital market, and signed a tripartite strategic cooperation agreement with the National Equities Exchange and Quotations Co., Ltd. and Beijing Stock Exchange. We helped with interbank risk prevention and control through FinTech, and provided nearly 30 small and medium banks, securities companies, insurance and other interbank customers with five categories of scientific and technological products, including “ICBC BRAINS” intelligent anti-money laundering system and credit management system.

### ***Settlement and Cash Management***

We provide domestic clearing and settlement services for our customers and comprehensive services such as centralised payments and cash management for large companies and their subsidiaries.

We have expanded our cash management services into financial asset management and have developed a variety of management products such as management of account transactions, liquidity management, supply chain finance, investment, risk management and wealth management. We offer personalised and professional cash management service plans to meet the cash management needs of rapidly developing industries, including cultural industries, logistics, tourism, high-tech industry and equipment manufacturing. We built the brand system called “Caizhi Account” as the core brand to enhance our influence in the cash management market.

In recent years, we have implemented cluster marketing strategies to strengthen the marketing of important products, enhance the establishment of channels for corporate customers and optimise our customer structure. The “Enterprise Link” service integrating functions such as industrial and commercial registration, account opening, internet banking and settlement was selectively rolled out at certain locations for a full range of comprehensive, one-stop services for new registrants. The functions of the Caizhi Account were improved to enable inter-bank point-of-sale card transactions and self-service small deposit and withdrawal.

With diversified products and services, we offer comprehensive cash management solutions to corporate customers such as information services, account management, liquidity management, collection and payment management, short-term investment and financing service and risk management. We provide corporate groups with centralised treasury management services of cross-border bilateral RMB cash pool, centralised operation management services for cross-border funds and cross-border cash management services based on domestic and overseas treasury management policies, extending the cash management business to more than 80 countries and regions. In recent years, we were named the “Best Cash Management Bank in China” by *The Asset*, *Global Finance* and *The Asian Banker*. In 2021, we were awarded “Best Cash Management Bank in Asia Pacific” by *The Asian Banker*.

We provided high-quality account services in a customer-centric manner. We actively implemented the requirements for “delegating power, streamlining administration and optimizing government services” and strengthened the digital convenient service coverage of settlement accounts in various typical scenarios. We enhanced cooperation with government departments, and provided enterprises with source account opening services through the “Enterprise Link” business. We broadened customer base by platform, and made the account opening appointment interface available to help improve the business environment.

We deeply served the broadest customer base, and made a breakthrough in “net making and patching” programme. We gave full play to the advantages of settlement finance to serve large customers, and provided comprehensive financial services for group enterprises and large and medium enterprises relying on the advantages of cash management business. We served medium-sized customers with high-quality settlement products, upgraded the “ICBC Pooling” platform, embedded the “ICBC E Enterprise Payment” into the trading platform, and provided efficient online payment and settlement services for traders. We offered digital batch service for small and micro customers, embedded “non-financial + financial” services in enterprise operation and management through small and micro financial service platform, realized targeted marketing, big data operation and digital risk control, and effectively improved the coverage and capability of services for small and micro enterprises.

At the end of 2021, we maintained 11,216,000 corporate settlement accounts, representing an increase of 1,110,000 over the end of the previous year. As at 31 December 2021, we had 1,609,000 cash management customers, including 9,615 global cash management customers. The volume of corporate settlements reached RMB2,598.13 trillion at the end of 2021.

#### ***International Settlement and Trade Finance***

In recent years, we have accelerated the development of our international settlement and trade finance business and actively promoted our brand, and we believe we have established a competitive edge in the international business area through the following initiatives:

- we leveraged our advantages in domestic and foreign currency business and close interaction between domestic and overseas branches and improved our product portfolios by integrating financing, settlement, wealth management and trading to better serve the needs of our import and export enterprise customers;
- we accelerated the expansion of global supply chain products, integrated products denominated in RMB and foreign currencies and optimised our business structure;
- we launched an import aval business and e-presentation of documents of letter of credit, and rolled out a global documents management system, further enhancing the centralised processing efficiency of our documents management business;
- we strengthened our systems for checking trade backgrounds to prevent false transactions and arbitrage behaviours of enterprises;
- we participated in cross-border RMB pilot programmes in many regions, including the Shanghai Free Trade Zone, Khorgos Xinjiang and Qianhai Shenzhen, and participated in the launch of various innovative services and products such as two-way RMB cross-border cash pooling and overseas RMB lending; and
- we improved the “ICBC Cross-border Express” product system and launched innovative RMB cross-border products such as Direct Financing Express, agreed-upon payment and structural financing.

In recent years, relying on the intensive advantage in customs import and export data, we launched a “single window” financial service in an innovative manner, and became one of the first batch of pilot banks which directly connected with the cross-border financial blockchain service platform of SAFE. To support the development of new business patterns such as cross-border e-business, we strengthened cooperation with domestic and foreign payment institutions, cross-border e-business platforms and other different customers in cross-border payment, and launched the “Cross-border e-Business Connect”, a comprehensive service platform. In terms of cooperation projects under the Belt and Road Initiative, we further deepened trade finance and cross-border finance in support of such projects. In 2021, we also developed the “ICBC Global Pay” product series to provide one-stop global cash management services, serving nearly 10,000 multinational corporations and helping Chinese enterprises going global.

### ***Investment Banking***

Our investment banking business mainly includes regular financial advisory services, enterprise credit services, investment and financing advisory services, syndicated loan arrangement and management services, corporate assets and debt restructuring services, corporate acquisition and merger services, asset securitisation services, credit capital transfer and trading services, underwriting of corporate debt financing instruments such as commercial paper, medium-term notes and financial bonds, direct investment advisory services, financial advisory services for corporate issuance of equities and bonds and services for equity investment funds.

We provide diversified financing services for our corporate customers, quality investment products for our high net-worth customers and restructuring and mergers and acquisitions services for our corporate customers with global operations.

We served the high-quality development of the real economy, focusing on key areas such as the reform of state-owned enterprises, capital market, industrial integration, and the Belt and Road Initiative. As the first bank to issue more than RMB1 trillion of Mergers and Acquisitions (“M&A”) financing accumulatively, we increased credit supply in manufacturing industry and maintained a leading position in domestic and overseas M&A markets. By number of M&A deals led by us, we ranked first in China in Refinitiv’s ranking of Any Chinese Involvement Completed and first in the ranking of China Outbound Announced M&A.

We assisted with the supply-side structural reform through the new model of investment loan interconnection and interaction between commercial banking and investment banking. We actively participated in publicly offered Real Estate Investment Trusts (“REITs”) to support infrastructure construction, and strengthened services for scientific and technological innovation, advanced manufacturing, green environmental protection and other industries. We innovated equity financing products to help enterprises optimize their capital structure and provide fund support for major infrastructure projects. We expanded actively managed asset securitization business to meet the needs of enterprises for comprehensive financial services. We accelerated the financing rearrangement and enterprise debt restructuring, and mitigated the liquidity pressure and potential risks of customers. We enriched the mobile scenarios of customer services, upgraded the functions of “ICBC e Confirmation Service”, “ICBC e Intelligence”, “ICBC e Security”, “ICBC e RM” and “ICBC ISP” and enhanced the new driving force of digital services.

For the years ended 31 December 2019, 2020 and 2021, our investment banking income was RMB23,860 million, RMB21,460 million and RMB22,416 million, respectively, representing a decrease of 10.1 per cent. from 2019 to 2020 which is mainly because we persisted in business transformation and implementation of fee reduction and profit concession policies although we were hit by the COVID-19 pandemic, and an increase of 4.5 per cent. from 2020 to 2021, mainly due to the income increase from service lines including the securitization service.

In 2021, we acted as the lead underwriter for 2,673 Chinese bond projects with a total value of RMB1,807,765 million, preserving our No. 1 position in the market in terms of domestic leading underwriting scale for the fifteenth consecutive year. We also acted as the lead underwriter for a total of RMB81,357 million worth of Environmental, Social and Governance (“ESG”) bonds such as green bonds (including carbon neutrality bonds), sustainability-linked bonds and rural revitalization bonds, ranking first in the market.

### ***Discounted Bills***

We grasped the development trend of financial services, successfully made a debut of banker's acceptance rediscounting service of supply chain bill in China, and launched featured products such as "Monthly Discount", "Weekend Discount", "ICBC i Green Discount", "Supply Chain Bill Pay Plus", "ICBC e Discount + Agreed Interest". The "bill business platform scenario" project was connected with the high-quality industrial platform to further improve the user function experience of bill business in corporate internet banking channels.

In 2021, our discounted bills amounted to RMB1,708,223 million, representing an increase of 15.8 per cent. year on year, ranking first in the market. Discounted bills for small and micro enterprises reached RMB473,966 million. At the end of 2021, the balance of our discounted bills for small and micro enterprises was RMB213,796 million.

### ***Personal Banking***

Our personal banking products and services include savings deposits, personal loans, private banking, bank cards, personal wealth management and others.

In 2021, we continued to deepen the No. 1 Personal Bank Strategy, to make it a bank satisfactory to the people. Focusing on the building of an individual customer ecosystem, we promoted the high-quality business development relying on the "intelligent brain" decision pivot and full-spectrum operation system.

We upgraded the "intelligent brain" decision pivot. Relying on the "intelligent brain", we drew up a plan for differentiated and targeted services, and developed the overall plan and strategy for personal customer marketing services through online and offline multi-channel service outlets. A total of 34 intelligent models have been developed and put into operation to realize automatic triggering and real-time response, strengthen the empowerment support for marketing and management personnel, and promote the digital and intelligent transformation of personal banking.

The broadest customer base service system was upgraded comprehensively. Being customer-centric, we launched "ICBC Star Privileges", a brand-new high-star personal customer value-added equity brand, and deeply carried out the activities, including "March Forward with Wealth and Gift", a medium and high-end customer marketing activity, "Treasure Hunt", a credit reward activity, and "Star Promotion", a targeted marketing activity. The number of customers with the average monthly/daily financial assets of RMB50,000 and above increased by 6.5 per cent. over the end of the previous year.

We promoted the transformation and development of wealth management business. We organized and carried out activities such as "828 ICBC Wealth Season" and "AXA Theme Day", launched a series of wealth management products that are open, selected, best-selling and exclusive under new financial regulations, and promoted intelligent asset allocation services.

We fully met customers' consumer financing needs. Adhering to the guideline that "housing is for living in, not for speculation", we satisfied the reasonable needs of customers, including first time home buyers, and continued to carry out special marketing activities, such as "Home-backed Finance", "Merchants Mate", "Online Merchants Loan" and "Entrepreneurship Dream".

At the end of 2021, the number of personal customers increased by 23.41 million over the end of the previous year to 704 million. Personal financial assets totaled RMB16.96 trillion as at 31 December 2021. Specifically, personal deposits reached RMB12,497,968 million, representing an increase of RMB837,432 million or 7.2 per cent. compared with the end of the previous year. Personal loans stood at RMB7,944,781 million as at 31 December 2021, representing an increase of RMB829,502 million or 11.7 per cent., compared with the end of the previous year. As at 31 December 2021, under agency sales amounted to RMB645.4 billion, government bonds under agency distribution were valued at RMB57 billion, and personal insurance products under agency sales reported at RMB108.2 billion.

### ***Private Banking***

With the implementation of our globalisation strategy, we have established private banking network and service teams in many countries and regions, among which the Asia-Pacific region is the key area. Our key offshore institutions providing private banking services include but not limited to ICBC (Asia), ICBC (Macau), ICBC International and ICBC Singapore Branch.



In line with the buyer's market trend of wealth management, we grasped the diversified needs of private banking customers, shifted from single product marketing to comprehensive service, and built a comprehensive service ecosystem for private banking customers jointly built in multiple scenarios of "individuals, families, enterprises and social responsibility".

We adhered to product and service innovation. It made efforts to build a service ecosystem for entrepreneurs, and listed 100 branches as "Entrepreneurs Service Center". We jointly issued the Report on ICBC Entrepreneur Wealth Health Index with renowned universities. We strove to build a comprehensive service platform for family customers, vigorously developed family trust consulting business, and successfully launched insurance trust, fund trust, equity trust and other full-spectrum family wealth management services.

We spared no effort to promote innovation in the field of green finance, worked with ICBC Wealth Management to create "Hengrui" series of green finance themed products, helped serve major strategies such as national rural revitalization and common prosperity, and carried forward China's contemporary entrepreneurship.

We were awarded the "Overall Best State-Owned Private Bank in China" by the *Asiamoney*, the "Excellent Private Bank of the Year" by the *National Business Daily*, and the "The Competitive Private Bank in 2021" by the *China Business Journal*.

At the end of 2021, we had 199,500 private banking customers, representing an increase of 17.6 thousand or 9.7 per cent. over the end of the previous year. The assets under management totaled RMB2.32 trillion as at 31 December 2021, representing an increase of RMB144.2 billion or 6.6 per cent. over the end of the previous year.

### ***Personal Deposits***

We provide demand deposits and term deposits in RMB and foreign currencies. We targeted important customer groups, constantly expanded our customer base and optimised the customer structure. Adapting to the trend of interest rate liberalisation, we enhanced our management of interest rates. The synergetic development of our wealth management products and savings deposits promoted improved circulation of customer funds within our system.

As at 31 December 2019, 2020 and 2021, the balance of our personal deposits amounted to RMB10,477.7 billion, RMB11,660.5 billion and RMB12,498.0 billion, respectively, representing an increase of 11.29 per cent. from 31 December 2019 to 31 December 2020 and an increase of 7.2 per cent. from 31 December 2020 to 31 December 2021. As at 31 December 2020, our personal demand deposits and personal time deposits rose by 20.1 per cent. and 5.1 per cent., respectively, compared to such deposits as at 31 December 2019. As at 31 December 2021, our personal demand deposits and personal time deposits rose by 3.7 per cent. and 10.0 per cent., respectively, compared to such deposits as at 31 December 2020.

### ***Personal Loans***

Loans to personal customers include residential mortgages, personal consumption loans, personal business loans and credit card overdrafts. Personal loans are a major component of our personal banking business. In recent years, residential mortgages have become an important component of our personal loans business and have been growing in a steady and healthy manner. In light of our consumers' changing consumption patterns and transaction practices, we applied "Easy Loan" in a wider scope. "Easy Loan" is an unsecured retail consumer loan product characterised by small value, speed and convenience designed to meet our customers' varied financial needs. Our personal customers can pledge their financial assets and quickly and conveniently obtain loans by providing different kinds of collaterals.

As at 31 December 2019, 2020 and 2021, our personal loans amounted to RMB6,383.6 billion, RMB7,115.3 billion and RMB7,944.8 billion, respectively, representing an increase of 11.5 per cent. in 2020 as compared to 2019 and an increase of 11.7 per cent. in 2021 as compared to 2020, respectively. Our residential mortgages as at 31 December 2020 rose by 10.9 per cent. compared to such mortgages as at 31 December 2019 and our residential mortgages as at 31 December 2021 rose by 11.1 per cent. compared to such mortgages as at 31 December 2020.



## ***Bank Cards Business***

We provide personal customers with comprehensive bank card products and services, including single-currency and dual-currency credit and debit cards. Our “Peony Card” brand is one of the most renowned bank card brands in the PRC. In recent years, we have improved bank card service quality, increased bank card product development and further solidified our leading position in the PRC bank card industry.

In 2021, we accelerated the building of ICBC e Life platform by creatively promoting “credit card plus e-CNY” closed loop where both e-CNY payment and QR code payment could be completed with the e Life APP. We supported the acceptance of Visa overseas cards in its e-CNY wallet to back up the Winter Olympic Games.

Bank card business generated a fee income of RMB16,679 million for the year ended 31 December 2021, representing a decrease of RMB1,944 million or 10.4 per cent. as compared to 2020, which is mainly because we adhered to the business transformation and implemented the policy of fee reduction and profit concessions.

By the end of 2021, we had issued 1,169 million bank cards, an increment of 41.70 million compared with the end of last year. Specifically, 1,006 million debit cards and 163 million credit cards had been issued. The overdraft balance of credit cards reached RMB692,339 million by the end of 2021. In 2021, ICBC bank cards registered a spending volume of RMB22.99 trillion, including RMB20.43 trillion from debit cards and RMB2.56 trillion from credit cards.

### *Credit Cards*

In terms of the number of credit cards issued and the total number of customers, we are the largest credit card issuing bank in the PRC. We offer RMB credit cards, dual-currency credit cards and multi-currency credit cards. we meet our customers’ unique needs by leveraging our advanced technology and service capabilities.

In recent years, with the rapid development of internet, we have created a batch of new credit card products with warmth, sentimentality and thought based on the development concept of “customising products”, and gradually formed the ICBC credit card products system covering over ten different customer groups. In 2017, in contemplation of the “hardworking” spirit, we created Fendou Card targeting the sentimental customers. In the same year, in order to meet young customers’ payment needs, we issued Constellation Card with constellation features that were well loved by young customers. In 2019, we launched the Forbidden City credit card with the collaboration of the Palace Museum, achieving the brand new “culture + finance + technology” cooperation model, demonstrating national self-confidence and promoting cultural confidence. In the same year, closely followed the national ETC development strategy, we launched the ICBC ETC credit card with the benefits of having 5 per cent. cashback for refuelling and 70 per cent. off for instalment rates etc., promoting the national ETC development strategy. In addition, we also have many products exclusively for frequent travellers such as ICBC Global Travel credit card, co-branded credit cards with different airlines and hotels, serving the business and personal travel market and boosting the consumption upgrades.

We stick to the “customer first” principal, focusing on customer feedback and the quality of service. Starting from 2017, we carried out series of promotions for “I GO” credit cards, bringing benefits to the customers. We also provided various services related to travel and capital security insurance to the customers such as lounges at airports and high-speed railway stations, valet parking, fast security check etc. which were well loved by the customers. Based on the innovative application of internet financial technology, we were the first to offer the safe and convenient online acquiring services without bank card in the PRC. We were named “No. 1 Credit Card Brand in China” by *the Ministry of Industry and Information Technology*, won the *Global Finance* “Best Commercial Corporate Credit Card”, awarded “2020 Credit Card Risk Technology Improvement” by *The Asian Banker*. The constellation credit card and the Chinese zodiac credit card won the “ELAN – Best Safe Payment Card” and “ELAN – Most Popular Award” Gold Award in 2018 and 2019 by *the International Card Manufacturers Association*. We also received the “Best Risk Control in Asia-Pacific” from *Visa Inc.*

### *Debit Cards*

We issue RMB debit cards and dual currency debit cards, such as RMB-U.S. dollar debit cards, to our customers. In recent years, we adopted measures to improve the safety of chip cards, promoted single chip cards and improved card replacement services. Chip cards have wider industry applications such as social security, medical care, transportation, education and electronic identification, as one card could be applied in many sectors.

### **Asset Management Services**

Our asset management services include wealth management services, asset custody services and pension services.

In recent years, we have adopted the following measures to promote stable growth and optimise the structure of our financial asset services:

- we engaged in cross-industry cooperation and competition with other institutions in order to seize the market opportunities for asset management services and satisfy our customers' needs for the management of their financial assets;
- we consolidated our advantages in wealth management, custody and pension businesses and the functions of subsidiaries specialised in investment banking, funds and insurance;
- we expedited the establishment of an integrated business operation system covering domestic and overseas regions across different lines of business; and
- we built a full-service asset management platform covering a wide range of markets and clients.

We firmly implemented the regulatory requirements, seized development opportunities, pushed forward the transformation of asset management business and products in a steady and compliant manner and comprehensively enhanced investment management and research capabilities. We established an asset management business system allowing allocation of capital in all markets and value creation across the whole value chain by relying on the strength of our asset management, custody and pension businesses as well as our comprehensive subsidiaries specialised in fund, insurance, leasing, investment banking and wealth management, to serve direct financing, and provide diversified, integrated and specialised services for customers.

### **Wealth Management Services**

We offer comprehensive asset management services to different types of clients, including individuals, corporate clients, private banking clients and institutions. In recent years, we reformed our profit centres, optimised our procedures for wealth management product development, investment management and risk management and promoted the standardised, sustainable and orderly development of the business. Also, we adapted our products in order to meet the demands of various types of customers with different risk-reward features and investments in different types of markets.

We optimised product issuance and marketing strategies, and at the same time expanded online and off-line sales channels. As a result, our customers can access our wealth management products online.

On 22 May 2019, the CBIRC approved the opening of ICBC Wealth Management Co., Ltd. (“**ICBC Wealth Management**”). As a wealth management banking company approved to open in the first batch, ICBC Wealth Management's registered capital was RMB16 billion. It mainly focuses on asset management related businesses such as public and private offering of wealth management products, and wealth management consulting and advisory services. The establishment of ICBC Wealth Management would allow us to focus on the three tasks of serving the real economy, preventing and controlling financial risks, and deepening financial reform, implement regulatory requirements, promote our wealth management business to develop healthily and adhere to the origin of asset management.

For the years ended 31 December 2019, 2020 and 2021, the net fee and commission income generated from our personal wealth management and private banking services amounted to RMB27,337 million, RMB29,630 million and RMB30,001 million, respectively.

## *Asset Custody Services*

As the first asset custody bank in the PRC, we have established a complete custodial service system after 22 years of development and innovation, in order to provide customers with comprehensive custodial services. At present, our custody products include but are not limited to securities investment funds, insurance assets, commercial bank wealth management products, pension assets, securities company customer asset management plans, trust plans, QDII assets and QFII assets. Our custody service is embedded in the whole process of customer asset management. We can provide customers with basic custody services such as asset custody, fund clearing, accounting, asset valuation, investment supervision and information disclosure, as well as value-added custody services such as performance analysis, information consultation, transaction convenience and investor services. At the same time, we can provide customers with outsourcing services such as valuation accounting and registration of various asset management products.

Since 2018, following the development of the asset management industry, the opening of domestic capital markets globally and the reform of the pension insurance system, we have managed three strategic allotment funds and promoted the transformation of our net wealth management by providing integrated services of “custody + outsourcing”. We won the bid for the central and provincial occupational annuity custody qualifications ranking the first place among all bidders, obtained the Chinese Depository Receipt depository qualification approved by CBIRC and successfully conducted the first global depository receipts (“GDR”) depository business in the market – Huatai Securities GDR domestic basic securities custody, becoming the first custodian bank to participate in “Shanghai-London Stock Connect” programme. In addition, we maintain a leading position in the fields of public funds, corporate annuities, insurance, bank wealth management and global custody in the PRC. We were in the first batch of receiving “Shanghai-London Stock Connect” deposit qualifications and the first bank to conduct GDR trusteeship and marketing Chinese depository receipt (“CDR”) depository business in the market.

In 2021, new breakthroughs were made in key products, and our leading position in the industry was further consolidated. The mutual funds under custody amounted to RMB3.7 trillion as at 31 December 2021, representing an increase of RMB663.7 billion over the end of the previous year. The pension funds under custody totaled RMB2.3 trillion as at 31 December 2021, an increase of RMB359.1 billion. The enterprise annuity funds, occupational annuity funds and pension fund products under custody ranked first in the industry. The insurance asset under custody was RMB5.9 trillion as at 31 December 2021, an increase of RMB479.8 billion over the end of the previous year. We achieved an important breakthrough in global custody business, and were approved eligible for the first batch of pilot custody and clearing bank under “Southbound Bond Connect” scheme. The outsourcing business of asset management products developed rapidly, with a size over RMB2.5 trillion. The building of intelligent custodian bank was advanced steadily. We officially released the “ICBC Intelligent Custody System”, launched the ICBC custody mobile banking and the intelligent investment service platform, and comprehensively improved its custody service.

In 2021, we also continued to increase investment in science and technology, build four smart custody platforms in terms of smart operation, data, customer service and risk management, pioneering in building a smart custodian bank in the PRC.

We were awarded the “Best Custodian Bank in China” and the “Best Insurance Custodian Bank in China” by *The Asset* and the “Best Custodian Bank in China (Mega Bank)” by *The Asian Banker*.

As at 31 December 2019, 2020 and 2021, the total net value of our assets under custody was RMB16.5 trillion, RMB18.5 trillion and RMB20.0 trillion, respectively, representing an increase of 12.08 per cent. from 31 December 2019 to 31 December 2020 and an increase of 7.77 per cent. from 31 December 2020 to 31 December 2021. At the end of 2021, the size of our custody business reached RMB22.1 trillion.

## *Pension Services*

In recent years, leveraging on the strengths of our business qualifications, professionalism, service experience, service network, information systems, customer resource and market reputation, we have promoted the development of our pension businesses.

Also, diversifying the product system, we optimised our integrated enterprise annuity scheme “Ruyi Pension Management” and serial pension-related wealth management products “Ruyi Benefit Plan” and issued Taikang Golden Banking Co-brand Card for Special Medical Services. A variety of service channels including sales outlets, internet banking, telephone banking and mobile banking were made available, enabling customers to have better transaction experience. Our pension services won awards from *the China Banking Association* such as the “Best Performance Award” and the “Best Development Award”.

In light of China’s strategy of actively responding to the aging population, we made every effort to promote the transformation and development of pension business to pension finance business, build a business ecosystem centering on pension fund finance, senior care service finance and senior care industry finance, help improve people’s well-being and fulfill the responsibilities of a large bank.

We won the “Tianji Award for Pension Financial Services Bank of the Year” by the *Securities Times*, the “2021 Top 10 Supply Wealth Management Innovation” by *The Chinese Banker*, and the “2020–2021 Investible Pension Financial Institution” by the *Economic Observer*.

At the end of 2021, the annuity funds under custody amounted to RMB407.0 billion. We managed 11.98 million individual enterprise annuity accounts, and the annuity funds under custody reached RMB1,152.3 billion, at the end of 2021. We obtained the trustee, custodian and investment manager qualifications for occupational annuities in 33 regions under overall planning in 2021, with the total size of occupational annuities of the three qualifications ranking first in the market. We ranked first among peers in terms of the scale of enterprise annuity funds under custody, number of individual enterprise annuity accounts and annuity funds under custody in 2021.

### ***Financial Market Business***

Our financial market business operations include money market, investment business, financing business, franchise treasure business, asset securitisation business and precious metals business. We aim to enhance the profitability of our treasury operations through product innovation, timely adjustment of investment and trading strategies, enhancement of our capital operation efficiency, improvement of management capabilities and prevention of business risks.

### ***Money Market Activities***

Our money market activities include: (i) short-term borrowing and lending with other banks and financial institutions; and (ii) bond repurchase and purchase. We have adopted a cautious development strategy for our business with other banks and financial institutions. We aim to increase the return on our funds, and we conduct our business activities flexibly in response to our liquidity management needs.

In terms of RMB, we actively fulfilled its responsibilities as a large bank and assisted in maintaining the smooth operation of the money market. It rationally devised financing maturities, varieties and counterparty structure, and constantly improved the profitability of fund operation. As we steadily promoted business innovation and development, we completed the first batch of offshore RMB negotiable certificate of deposit (“NCD”) investments via “Southbound Connect”.

In terms of foreign currencies, we continued to strengthen research of global central banks’ monetary policies and closely tracked changes in the fund liquidity and interest rates of foreign currency markets. While ensuring liquidity safety, we flexibly employed foreign currency market operation tools to support the foreign currency financing needs of the real economy. We were among the first on the market to make foreign currency repurchase with domestic foreign currency NCD and bonds under custody of China Bond as collaterals.

In 2021, we won many awards, including the “Best Foreign Currency Lending Panel Bank”, the “Best Foreign Currency Lending Member” and the “Best Foreign Currency Repo Member” conferred by China Foreign Exchange Trade System.

## ***Investment***

We make investments in RMB-denominated bonds issued by the PRC Government, the PBOC, policy banks and a few other local financial institutions, short-term commercial paper issued by domestic enterprises, and foreign currency bonds issued by foreign governments, financial institutions, and corporations. We also trade bonds and bills that are issued by the PRC Government, the PBOC and foreign governments as well as derivatives, foreign exchange and foreign/local currency dominated bonds.

In terms of RMB bonds, we continued to strengthen our capability to serve the real economy. We actively invested in local government bonds in strategic regions and key fields, and the scale of new investment in local government bonds ranked No.1 in the market for the seventh consecutive year.

We actively practiced green and low-carbon development and the rural revitalization strategy. We were among the first banks to invest in carbon neutrality bonds and sustainability linked bonds, and increased investment in rural revitalization bonds. Meanwhile, we actively invested in energy supply guarantee related bonds, and bonds of advanced manufacturing industry and private enterprises, to give full play to the financial guarantee for energy security effect.

In terms of foreign-currency bonds, we steadily increased investments, moderately expanded portfolio investments, optimized the portfolio structure, and intensified support to the real economy and green finance. We completed the first batch of foreign-currency bond transactions via “Southbound Connect”.

In 2021, we were awarded as the “Top Investment Houses in Asian G3 Bonds” by *The Asset*.

## ***Financing***

We engage in active liability management. We have diversified the sources of funding from different channels and with different tenors through a variety of liability management instruments to support the growth of our business. Please refer to “*Funding and Capital Adequacy – Capital Financing Management*” for some capital instruments issued by us during the three years ended 31 December 2021.

We reasonably adjusted the financing structure based on liquidity management requirements, and operating benefit improved steadily. We actively advanced the development of the business system, improved the level of refined business management, and promoted the steady development of the financing business.

## ***Franchise Treasury Business***

We offer a wide range of treasury operations services to enterprises and individual customers on an agency basis. We provide spot and forward foreign exchange trading services, swap transaction services for RMB and foreign currencies and interest rate swap for RMB. In addition, we act as an agent for foreign exchange trading on behalf of our clients 24 hours a day, and we trade foreign currencies, precious metal, forward foreign currency contracts, interest rate swaps, currency swaps, options and other financial derivatives on behalf of our customers.

In terms of foreign exchange settlement and sales on behalf of customers and foreign exchange trading, we continuously enriched foreign exchange settlement and sales and foreign exchange trading currencies, improved the trading functions of online channels, and provided convenient service for enterprises in exchange rate risk management. In terms of corporate commodity derivative trading, under the routine pandemic control mechanism, we actively carried out online business promotion and marketing to attract customers, delivered good service to existing customers, promptly responded to customer queries and trading needs, and helped corporate customers properly respond to commodity price fluctuation risks during the pandemic. In terms of RMB interest rate derivative business, we continued to provide interest rate risk management service to corporate customers like small and micro enterprises and manufacturing enterprises. In terms of the over-the-counter (“OTC”) bond business, we distributed China Development Bank’s financial bonds with the themes of “Coordinated Development of the Beijing-Tianjin-Hebei Region” “Carbon Neutrality” and “Ecological Protection and High-quality Development of the Yellow River Basin”, Agricultural Development Bank of China’s “Carbon Neutrality” financial bonds and the OTC local government bonds in 36 provinces (autonomous regions, municipalities directly under the Central Government, and cities specifically designated in the state plan) to investors in the OTC market,



contributing to the coordinated development of key regions and assisting in green finance, rural revitalization and regional development. We were awarded the “Excellent Underwriter Award for Over-the-counter Circulating Bonds” and an “Excellent Underwriter Award for Over-the-Counter Local Government Bonds” by China Central Depository & Clearing Co., Ltd. In terms of foreign institutional investors trading business in China’s inter-bank market, we took an active part in serving foreign institutional investors from more than 60 countries and regions. We won the “Opening- Up Contribution Award” granted by the National Interbank Funding Center and the “Excellent Settlement Agent under Global Connect Business” granted by China Central Depository & Clearing Co., Ltd.

### ***Asset Securitisation Business***

Asset securitisation is the process of converting assets with low liquidity into liquid securitisation products through risk isolation, conversion and packaging of cash flows and credit enhancement. The assets with low liquidity that can be converted are generally assets with stable cash flows such as residential mortgage loans, commercial property mortgage loans, project loans and other cash generating assets.

The asset securitization business effectively supported us in disposing of non-performing assets and optimizing credit structure, and further improved our capability to serve the real economy. In 2021, we issued 19 asset-backed securities totaling RMB112,592 million, including the first green vehicle installment asset-backed securities issued by a commercial bank in China. By introducing cross-border funds via “Bond Connect”, we further promoted financial cooperation between domestic and foreign institutions and the two-way opening up of the Chinese green bond market.

### ***Precious Metal Business***

We operate four product lines in our precious metals business: physical bullion, trading, precious metals linked financing and wealth management. Due to fluctuations of the precious metals market, we diversified our products to promote our precious metals business.

We promoted the transformation and development of the physical precious metal business, to meet customers’ demands for quality improvement in investment and consumption. We launched physical precious metal products with the theme of China International Import Expo, and on the basis of the “Magnificent China” theme, we rolled out “Most Beautiful Hometown” and “Beautiful Countryside” physical precious metal product series to fully demonstrate the appearance of rural revitalization. We also promoted the green and low carbon development of the precious metal leasing business and opened up new space for business development.

In 2021, we ranked first among all dealers in Shanghai Gold Exchange in terms of gold and silver trading volume, clearing amount and gold leasing scale. We were also re-elected “First Prize Winner of the Excellent Financial Member” by Shanghai Gold Exchange, and was named “Best Provider of Precious Metals Services” by *Global Finance*.

### **FinTech**

Centering on the FinTech development plan (2021–2023), we practised technology self-reliance, strengthened the “dual wheel drive” of technological innovation and system reform, built new advantages in FinTech development, and empowered the development of “D-ICBC” with technology, which assisted in our high-quality development and better fostered a new development pattern.

In 2021, we were ranked at first place in the banking industry for the eighth consecutive year in CBIRC’s IT supervision ratings. The intelligent banking ecosystem ECOS won PBOC’s special award of the “FinTech Development Awards”. We became the first enterprise in the Chinese financial industry to obtain the highest Data Management Capability Maturity (DCMM) rating (Level 5), and we won the “Best Financial Innovation Award” from *The Chinese Banker* for the sixth consecutive year.

### ***Fortifying Digital Infrastructure***

We adhered to technology self-reliance, promoted technology breakthrough in key fields of infrastructure system, and strengthened research and application of cutting-edge technologies. A series of new enterprise level technology platforms with strong service capability and industry-leading advantages were built up based on 5G+ABCDI1. As at the end of 2021, we had the most newly added and accumulated patents among Chinese banks.



We built the world-leading “cloud computing + distributed” technology architecture, leading the industry to transform from a traditional centralized one to a fully distributed one. We completed the world’s largest financial cloud platform with the strongest technological capacity and full coverage of business scenarios. With the platform, we realized automated and intensive management and full stack independent innovation cloud service supply. We were the first among our peers to meet the Level 4 security capacity requirement for private clouds and the Level 3 security capacity requirement for ecosystem clouds, and we declared more than 200 patents for invention. We also established the distributed technology system with the most systems and the most extensive application among its peers, with an average daily service invocation of over 12.0 billion times.

We spared no effort to promote technology breakthroughs in key fields. We were the first among our peers to realize the deployment of the “one cloud with multiple cores” architecture and to complete the compatible adaption of cloud platforms with general open platforms and the independent innovation technology system, which provided us with the large-scale supply capacity of full stack basic resources for independent innovation. We sought technology breakthroughs in key fields such as cloud platforms, operating system and database in a centralized way, connected key breakpoints in the independent innovation and transformation of the financial industry, and developed a complete package of technical solutions that can be copied and promoted for various fields including office management, data analysis, risk control, business management, regulatory reporting, etc., providing a model template for independent innovation, transformation, upgrading, application and promotion for the financial industry.

A series of leading enterprise-level independent innovation technology platforms were built. We built the first, reliable, efficient and scalable big data platform among peers, and established a big data service ecosystem integrating technology, data and services. We upgraded AI technology systems. We were also the first among our peers to complete the enterprise-level Robot Process Automation (“**RPA**”) platform, and also the first to pass the application maturity assessment of RPA systems and tools by the Ministry of Industry and Information Technology and the China Academy of Information and Communications Technology. A blockchain platform with proprietary intellectual property rights was built, which has integrated more than 150 technology breakthroughs. We were among the first batch to pass the five certifications under special evaluation for “Trusted Blockchain” by the Ministry of Industry and Information Technology and the China Academy of Information and Communications Technology, and were selected as part of the 2021 Blockchain 50 by *Forbes*.

We explored new “highlands” in cutting-edge technologies. By integrating satellite remote sensing technology with AI technology and using high-definition satellite remote sensing data and intelligent monitoring models, we conducted post-lending monitoring of crop growth and construction of large engineering projects. We were the first in the industry to complete the homemade intelligent POS monitoring system with the Beidou Navigation Satellite System as its only signal source. We made breakthroughs in the feasibility testing and pilot application of quantum technology in important financial encryption scenarios. We employed the privacy computation technology to develop innovative post-lending risk monitoring measures regarding small and micro enterprises.

### ***Reinforcing Production Safety***

We took the initiative to deal with the new challenges brought by the complex and volatile external situation and technological reforms, adhered to the bottom line of safe production, further promoted the transformation of production, operation and maintenance, and upgraded and built in an information security defense system for the whole group and the whole process. Our production safety was maintained at a high level.

The transformation of production and operation maintenance was carried out in an orderly manner. We strengthened technical support capacity. Based on the distributed system framework, it realized the betterment of high-availability architecture deployment of key business lines such as mobile banking, internet banking, fast payment, financial markets, etc. We improved emergency response capability. We were the first among our peers to complete the total switching drill of the cloud platform, and successfully simulated cross-park quick emergency switch at the ten-thousand node level under large-scale, complex fault scenarios. The drill verified the high availability level of key technology infrastructure. We optimized the business operation monitoring system and realized full-link integrated monitoring of application and equipment in key applications, and formed correlation analysis and full-link tracking capabilities of cross-application transactions.

Our information security protection capability was further improved. We promoted the implementation of version 2.0 of network security rating and protection regulations and completed external evaluations for all its protection systems, all of which were granted the highest grade of “Excellent”. We established the groupwide integrated intelligent information security management sub-center, allowing tier-one (directly managed) branches to conduct automated and visual management of tier-two branches within their jurisdiction. We preliminarily established a financial attack-defense range and a safe operation model that uses attack to improve defense which won the first place in many security competitions held by the relevant departments. As the first financial institution member of the technology team of the China National Vulnerability Database (CNVD), we fulfilled its responsibilities as a large bank and actively looked for 0 day vulnerabilities.

### ***Promoting Innovation as a Driver for High-quality Development***

Centering on the needs of national strategies such as serving the real economy, preventing financial risks and deepening the financial reform, based on the intelligent banking ecosystem development project ECOS, we deepened technological empowerment from the three dimensions of model innovation, production innovation, and ecosystem opening up and innovation and developed a series of quality services that the people are satisfied with.

#### *Promoting model innovation*

We encouraged innovation in non-contact services. We were the first among our peers to launch the “Cloud ICBC” brand system. By integrating and optimizing diverse service scenarios such as cloud business handling, screen-to-screen handling of urgent matters, around-the-clock communication, service integration, open-type intelligent ecosystem, etc., the system allows customers to handle their banking business anytime anywhere. We promoted innovation in integration of data and intelligent technology. We were the first in the industry to establish the enterprise-level data middle-office and were also the first to load the whole group’s data into the data lake. We deposited 14 categories of customer features and provided more than 1,000 enterprise-level data services to business systems in the fields of customer marketing, product innovation, risk control, operation management, etc., which fully improved the capability to convert enterprise data into value. We upgraded “intelligent brain” marketing and offered intelligent service solutions that are unique to 700 million personal customers. By using interactive techniques such as digital human, intelligent Q&As and voice interaction, we intensified application of “Machine substitution” at the front office of customer service, the back office of business operation, etc. and launched more than 600 intelligent application scenarios with digital employee attributes.

#### *Strengthening product innovation*

We upgraded the intelligent custody platform, launched the featured deposit product “Intelligent Corporate Deposit Express”, added e-CNY support into ICBC e BillPay and bank-enterprise interlink, and completed the industry’s first public e-CNY payment with the State Grid e-commerce platform, the first of its kind in the industry. We empowered cross-border finance. We established the “Southbound Bond Connect” business system to support the development of cross-border RMB business. We promoted the innovation and application of the Intelligent Trade Finance Platform. We were the first among our peers to join the cross-border financial blockchain service platform of the State Administration of Foreign Exchange as an authentication node, we were among the first institutions in the industry to complete the connection to the electronic L/C forfaiting system of PBOC, and we were also the first in the industry to embed L/C products into the customs’ Single Window platform. We innovated in inclusive finance and launched “ICBC Inclusive”, the three-in-one online channel brand that combines “an exclusive version of personal mobile banking, a WeChat applet, and a dedicated zone in enterprise mobile banking”. We upgraded the cross-border business matchmaking platform, “ICBC Business Matchmaker”, and launched its 2.0, which provides intelligent, whole-process closed-loop cross-border business matchmaking services to small and medium enterprises. We empowered rural revitalization. We creatively launched the ICBC Xingnongtong APP, an online financial service channel for rural areas featured by services and functions concerning people’s livelihood, agency services, inclusive finance services, village affairs, etc. We also established three service platforms, namely, the Xingnong matchmaking platform, the rural revitalization statistical monitoring platform, and the “Digital Villages” comprehensive service platform, to assist in the digital transformation of rural finance.

### *Innovating in ecosystem cooperation*

We built the “1+N” intelligent government services product system and established the “all-in-one network” government service platform to fully empower government services. We promoted integration of government service data across the board and launched more than 300 bank-government cooperation scenarios in 29 branches. We were one of the first contracted data traders of the Shanghai Data Exchange, concluded the first transaction and the first financing based on the data asset voucher at the Shanghai Data Exchange, and strengthened innovation in cooperation with local data markets. We built an intelligent industry ecosystem, by establishing a series of platforms such as Julian and Jurong, connecting to supply chain scenarios in the upstream and downstream sections of large enterprises such as procurement and sales management, providing a package of personalized financial services, and empowering the transformation and upgrading into digital supply chains.

### *Accelerating Reforms of Technology Governance Mechanisms*

We deepened the layout of FinTech consisting of “one department, three centers, one subsidiary, and one research institute”. We stepped up efforts in mechanism innovation, promoted penetration of the technology gene, continued to improve financial innovation response efficiency and supply capability, and unleashed the vitality of our FinTech innovation. We invested RMB25,987 million in FinTech in 2021, and we had 35,000 FinTech personnel at the end of 2021, accounting for 8.1 per cent. of all our employees.

### *Building an active pattern and increasing innovation supply*

We implemented the FinTech talent development project, carried out the “Tech Elite” training programme, and actively introduced high-end social technical personnel. We fully promoted the “trained by technology – used by business” talent pool mechanism and used layered and targeted incentives to unleash talents’ innovation vitality. Meanwhile, we established the open competition mechanism to encourage innovation, implemented the agile R&D model across the board, and organized more than one hundred flexible teams for agile R&D, who efficiently responded market demand. ICBC Information and Technology (Beijing) Co., Ltd. was established to reinforce the value output capability and market influence.

### *Deepening industry-university-research-application*

We gave play to the Research and Development (“R&D”) capabilities of the FinTech Institute and laboratories and strengthened joint innovation and R&D. Centering on prospective technology fields such as secure multi-party computation, federal learning, quantum technology, blockchain, 5G application, etc., joint laboratories such as financial information infrastructure, financial application of 5G, AI, etc. were built, assisting in China’s independent technological innovation. We cooperated with scientific research institutes and leading enterprises and focused on cutting-edge technologies. We were the first in the industry to release the White Paper on Privacy Computing in Promoting the Development of the Data Ecosystem of the Financial Industry, and a total of 12 projects were designated as the pilot projects for innovation and supervision of FinTech, among which “IoT based Item Traceability Certification Management and Supply Chain Finance” was among the first pilot projects completed for whole-process innovation and supervision of FinTech in China.

### *Building an innovation culture*

We have held the ICBC Cup FinTech Innovation Competition for National College Students outside the Bank for 12 consecutive years. In 2021, more than 40,000 students from some 700 universities across the country signed up and submitted over 8,000 works. The Competition focused on hot issues and key fields, stimulated students’ innovation vitality, and created a good technological innovation atmosphere.

Internally, by holding “Creative ICBC” series activities and establishing the incubation system, we have formed the long-acting mechanism of “gathering – tutoring – testing – incubation – launch”, which has supported and assisted in the spreading of creativity.

## **Internet Finance**

We actively adapted to new needs of the digital development of the national economy. Based on key strategies, we accelerated reform and innovation, made overall plans for all channels, services via all channels and online customer operation, promoted the development of e-ICBC 4.0, and built the “One Body, Two Wings” development pattern featuring “own platforms + open banking”. In 2021, transaction volume via electronic channels hit RMB732.85 trillion, an increase of 14.4 per cent. from the previous year, and business handled via electronic channels accounted for 98.8 per cent. We won a number of important awards in the field of internet finance, including “Best Digital Consumer Bank in China” and “Best Corporate/Institutional Digital Bank in China” from *Global Finance*.

### ***Accelerating Platform Innovation and Deepening Synergy among Channels***

#### *Building No. 1 Personal Mobile Bank and empowering the No. 1 Personal Bank Strategy*

We launched Version 7.0 of personal mobile banking that features “five intelligent companionships”, namely, wealth companionship, cloud companionship, exclusive companionship, account companionship, and privilege companionship and provides interaction in all respects and companionship throughout the whole customer journey. We established a personalized service system. We released exclusive versions including Happy Life Version 2.0, Beautiful Home Version 2.0, Inclusive Finance for Small and Micro Enterprises Version 1.0, the English version and the payroll payment agency service zone, “ICBC Salary Manager”, improved exclusive services for key customer groups such as elderly customers, customers in counties, small and micro enterprises, cross-border service customers and payroll payment agency service customers, and met customers’ diversified financial needs. We improved user experience of mobile banking by upgrading a number of frequently used transaction functions. We also intensified precision marketing of financial products. Wealth management, fund and insurance transaction volume via online channels accounted for over 95%. At the end of 2021, personal mobile banking customers recorded 469 million, and ICBC Mobile Banking became the first application in banking industry that topped 100 million monthly active users (“MAU”), with over 150 million MAUs at mobile terminals, leading the industry in terms of customer size and activity.

#### *Improving the functions and user experience of enterprise mobile banking and internet banking*

We launched Enterprise Mobile Banking 4.0, improved the basic platform service capability of enterprise internet finance, and carried out the “Excellence Project” of frequently used functions of corporate internet banking. In 2021, average of the monthly active customers of corporate internet banking hit 4.41 million, and that of Enterprise Mobile Banking 1.60 million. We maintained a leading position by customer activity in the industry.

#### *Deepening government-business-consumption coordination and assisting in “net making and patching” programme*

Seizing the opportunities of reforms to streamline administration and delegate power, improve regulation, and upgrade services and the development of digital economy, we promoted bank-government-enterprise cooperation in depth. Through “Ju Fu Tong”, we connected to nearly 200 platforms and served 73 government and public service platforms. We assisted customers in traditional manufacturing circulation fields in going online and served 26,000 corporate customers. In the field of consumer internet, we actively explored cross-border e-commerce business, intensified marketing of cross-border e-commerce platforms, and strengthened cooperation with rural revitalization related platforms. In this field, we served 19.60 million personal customers.

#### *Deepening online and offline integrated development*

A total of 16,000 “cloud” outlets, 28,000 wealth managers, over 100 remote customer service representatives provided online and offline integrated services in the “intelligent + manual” and “text + voice + video” forms via “cloud outlets, cloud studios and cloud customer service”, making us, our employees and services available online. The services and functions of “cloud” outlets were upgraded, and capabilities in online and offline marketing and publicity, characteristic operation and collaborative output were improved. Twelve cloud outlets with ancient building characteristics and benchmarking “cloud” outlets on Universal City Walk were created, and marketing of characteristic outlet brands was

strengthened. Enterprise-level WeChat accounts were integrated and upgraded, resulting in resource concentration and efficient operation of the WeChat ecosystem. Moreover, connection between mobile banking and remote banking and outlets was deepened, with the launch of the real-time same-screen tutoring service, an upgrade from “face to face” service at outlets to “screen to screen” interaction online. The scope of remote online video review business was expanded to include more frequently used services including debit card password changing, cancellation of loss reporting of debit cards, etc. Card-free and certificate-free service scenarios at outlets and media-less service scenarios of intelligent devices were enriched by launching the “Scan and take a queue number” function and the counter service evaluation function on mobile banking. The “ordering online and mailing offline” service of mobile banking covered ten scenarios including issuance of credit certification, printing of details of history, query of loan details, etc., and its replacement rate of outlet services exceeded 90 per cent.

*Accelerating interconnection between domestic and overseas business and serving domestic and international circulations*

Centering on mobile finance, corporate service and cross-border scenarios, we worked faster to improve the quality and standard of overseas online financial services. Version 6.0 of overseas personal mobile banking was fully upgraded at pilot institutions including ICBC (Asia), ICBC (Macau), Singapore Branch, and ICBC (Thai). Overseas corporate internet financial services were further improved, and the global version of corporate internet banking was continuously promoted at overseas institutions. New highlights such as overseas study remittance and payment were developed in cross-border business scenarios, the overseas study remittance product was launched in personal mobile banking, and the overseas services of ICBC e-Payment were promoted, making overseas mobile payment more convenient.

*Serving the Real Economy and Building an Ecological Bank*

In serving the rural revitalization strategy, we promoted common prosperity and interactive development of urban and rural areas. Adhering to going online, going digital and going ecological, we established the new-type rural financial service system in which online and offline services are integrated and complement each other, and developed the “ICBC Xingnongtong” APP. Based on its core financial capabilities such as account, loan, payment, village affairs and business matchmaking, we launched four types of agriculture-related services, namely, people’s livelihood related finance, inclusive finance, government services related finance, and agricultural assistance finance, and developed new farm tools, new supermarkets and new platforms that are easy to operate for “Sannong” (agriculture, farmers and rural areas) customers and which they are willing to use. We also upgraded the county edition of mobile banking to version 2.0. At the end of 2021, customers of the county version 2.0 of mobile banking reached 16.03 million. Moreover, we continued to use ICBC Mall to assist Sannong. Rural revitalization related transaction volume of ICBC Mall recorded RMB2.76 billion in 2021.

In serving small and micro enterprises, we actively implemented bailout policy and inclusive finance. We rolled out the exclusive personal mobile banking version of Inclusive Finance for Small and Micro Enterprises and the inclusive finance zone on Enterprise Mobile Banking. By putting together urgent financial services such as online credit limit testing and speedy loan granting and adopting video interview, face recognition and other technical means, we improved the efficiency and risk control level of application, approval, contract signing, drawdown, payment and repayment procedures.

In serving consumption relating to people’s livelihood, we assisted in ensuring basic living standards and improving the quality of and expanding consumption. Centering on the fields of education, healthcare, etc., we provided convenient online financial services such as “Campus Affairs Management Cloud” “Commercial Medical Cloud”, electronic certificates of medical insurance and electronic social insurance cards to more than 25,000 schools, some 100 medical institutions and over ten million personal customers. Using the strategy of expanding domestic consumption as an opportunity, with a focus on the fields of travel, shopping, catering, entertainment, e-commerce, etc., we continued to carry out series payment activities aimed to benefit the people, and expanded e-CNY application scenarios, contributing to quality improvement and expansion of consumption.



## **Outlet Development**

### ***Steadily promoting outlet optimization and adjustment***

Throughout 2021, we optimized the layout of 714 outlets, and renovated 1,528 outlets. We effectively increased service supply in counties by setting up 151 new outlets in counties, including 15 counties that had never had an ICBC outlet before. We practiced the green financial development philosophy. We piloted “zero carbon outlets” in Guangdong, Tianjin, Guangxi, etc. and actively fulfilled our responsibilities as a large bank.

### ***Continuing to enrich outlets’ pan-finance services and functions***

With a focus on reforms to streamline administration and delegate power, improve regulation, and upgrade services, we promoted one-stop government services and added 3,020 outlets that offer “outlet +” one-stop government services. We led the industry in launching such functions as issuance of electronic social insurance cards, printing of credit reports and issuance of electronic medical insurance vouchers in intelligent devices. As a result, outlets’ “finance + pan-finance” comprehensive service capability further improved.

### ***Accelerating digital transformation of outlets***

We extensively applied new technological means such as big data, AI, intelligent voice and RPA in the layout, location selection, systems & platforms, self-service devices, business operation, etc. of outlets, which further improved the resource utilization efficiency of outlets. We continued to promote the mode of operations services featuring convenient online acceptance, intensive and efficient handling and speedy delivery of services at outlets, and completed its promotion and application in the scenarios of the five major fields of products in kind, information, cash, account, and foreign exchange.

In addition, we continuously optimized the combined service process of intelligent teller machines and expanded “media-less” services at outlets to cover more than 150 high-frequency transactions including debit card deposit and drawdown, transfer & remittance, account information query, etc.

At the end of 2021, we had 15,767 outlets, 24,145 self-service banks, 79,793 intelligent devices, and 66,563 ATMs with trading volume of RMB5,312.6 billion.

## **Service Improvement**

### ***Outlet services were improved continuously***

We carried out the campaign of “Financial Standards for the Benefit of People and Enterprises”, took a combination of measures to improve the service quality of outlets and endeavored to become a service benchmark of outlets. We enriched barrier-free facilities, upgraded 4,691 outlets for the elderly, promoted the service functions of self-service devices for the elderly, and put in place ATMs with passbook function to meet the needs of the elderly to provide them with more convenient and intimate and faster services. In 2021, 110 outlets of ours were named 1,000 Best Role Model Units in China’s banking industry.

### ***More services were supplied for the people’s livelihood***

Relying on 15,500 “ICBC Sharing Stations”, we carried out more than 40,000 diverse public welfare activities with the theme of warm care in winter, volunteer service publicity, support for national college entrance exam and anti-fraud on the Double Ninth Festival etc., cumulatively serving more than 40 million person-times customers. It constantly enriched the connotation of public welfare service of “ICBC Sharing Stations” and cooperated with All-China Federation of Trade Unions to build “Trade Union’s Service Stations for Outdoor Workers • ICBC Sharing Stations”.

### ***An experience monitoring and evaluation system was established***

We launched a special campaign to solve the hotspot problems complained by customers. We established a system for “feedback of customers” and “voice of employees”, set up a customer satisfaction monitoring system combining instant feedback and special survey, conducted experience monitoring in multiple dimensions and strove to enhance customer satisfaction. In 2021, our customer satisfaction stood at 86.8 per cent., and 92.9 per cent. of problems reported via phone by customers were solved at first instance, ranking at the forefront among our peers.



### ***The intelligent transformation of customer services was accelerated***

We expanded the intelligent service entrances of ICBC intelligent robot “Gino (Gong Xiao Zhi)” to 96, including incoming and outgoing calls, audio + text, online + offline and inside + outside of the Bank. The accuracy of audio and text recognition was above 97 per cent., in 2021. 630 million intelligent services were provided in the year of 2021, up 11% from last year. In the First Intelligent Service Robot Contest held by China Banking Association, we were ranked No. 1 in intelligent audio robot and No. 2 in intelligent text robot.

### **Internationalized Operation**

We served and integrated into the high-level opening-up of the state, actively grasped changes in foreign investment and trade patterns, deeply implemented the strategy to become the preferred bank for foreign exchange business, officially unveiled the financial product brand of “YES ICBC” for foreign exchange, and proactively drove domestic business development and our market competitiveness enhancement through high-quality internationalized development.

*Corporate banking:* We provided “one-stop” financial services in local and foreign currencies for Chinese enterprises “Going Global” and foreign enterprises “Bringing In” by making comprehensive use of financial products such as overseas bond issuance, cross-border merger and acquisition, project financing, international trade financing, derivative trading and global cash management. We have remained the first place in terms of the number of deals completed for the cross-border acquisition transactions of Chinese-invested enterprises according to the ranking promulgated by *Refinitiv* in 2021. We were among market leaders in Hong Kong IPO underwriting and sponsorship, and the underwriting of overseas bonds and offshore China bonds.

*Personal banking:* We were the first to launch “Cross-boundary Wealth Management Connect” business in Guangdong-Hong Kong-Macao Greater Bay Area, providing “Southbound Connect” and “Northbound Connect” investment services for the customers in nine cities in the Pearl River Delta, Hong Kong SAR and Macau SAR. We built a cross-border service platform for entrepreneurs through “Entrepreneurs Service Center” in the Greater Bay Area. We gathered pace in overseas bank card product innovation and digital service improvement, rolled out new products (digital bank card, private banking credit card and debit card of wealth management) abroad and diversified online financial services (such as card opening, instalment and acquiring). We continued to optimise the functions of overseas mobile payment and acquiring products of bank cards, promoted ICBC e Payment, and further promoted the interconnection of cross-border payment in the Greater Bay Area.

*Internet financial services:* Through internet banking, mobile banking and other online channels, we offered services across 46 countries and regions in 15 languages. A full range of financial services, including account query, transfer and remittance, investment and wealth management, payroll, fund payment and cross-border payment were available to customers. Focusing on key products, scenarios and regions, we promoted online business innovation and characteristic development of overseas institutions.

*Financial market business:* We completed “Southbound Connect” investment trading with our own funds in the first batch, assisted overseas institutions in financing in the interbank market through panda bond underwriting service, and established the interbank bond and foreign exchange market business partnership with overseas institutional investors from more than 60 countries and regions. We provided prime trading services for “Going Global” and “Bringing In” customers, and increased foreign exchange settlement and sale business for spot (10 currencies such as CZK) and forward (6 currencies such as HKD) difference delivery. We entered the first prime brokerage trading for foreign exchange swap in RMB in the interbank foreign exchange market and the first USD rate swap of USD-linked SOFR, and constantly enhanced market making capabilities and market competitiveness of foreign exchange trading.

*Global asset management business:* We further advanced the steady development of foreign exchange and cross-border wealth management business. At the end of 2021, China CGB Index Fund “ICBC CSOP WGBI CGB Index ETF” for which ICBC Wealth Management and ICBC Asset Management (Global) provided investment advisory service, as the world’s largest offshore pure CGB Exchange-traded Fund (“ETF”) product, become an important channel for overseas funds to invest in CGB assets. “ICBC CSOP Bloomberg CGB+ Policy Bank Bond Index ETF” became the largest Chinese rate bond ETF product in Hong Kong’s market.

*Global custody business:* In 2021, the custody of domestic investment by overseas customers surpassed RMB200.0 billion. We were approved as eligible for pilot custody clearing bank of the first batch of “Southbound Bond Connect” and completed the first batch of trading. We were among the first batch to support QFIs to complete securities investment and refinancing securities lending in Beijing Stock Exchange, and the first exercise of employees’ CDR right. We further reinforced innovation advantages of cross-border custody.

*Cross-border RMB business:* We pressed head with the construction of cross-border RMB product system and multi-scenario services, fostered offshore RMB market, innovated offshore RMB investment and financing products, and continued to promote RMB-denominated settlement in the whole process of bulk commodity transactions. We promoted the construction of the account system of the separate accounting units in free trade zones, and supported the innovative development of cross-border RMB business in key areas such as Shanghai Lingang Special Area, Greater Bay Area and Hainan Free Trade Port. We strengthened cooperation with payment institutions, cross-border e-commerce platforms and other entities, continuously optimized the cross-border payment business platform of “Cross-border e-Business Connect”, and supported the development of new cross-border e-commerce firms. In 2021, our cross-border RMB business exceeded RMB8.5 trillion.

We continued to improve its global network layout. Panama Branch was officially opened. At the end of 2021, we established 421 overseas institutions in 49 countries and regions and indirectly covered 20 African countries as a shareholder of Standard Bank Group. It had 125 institutions in 21 countries along the Belt and Road. We also established correspondent banking relationships with 1,404 overseas banking institutions in 142 countries and regions, making our service network covering six continents and important international financial centers around the world.

#### *Major Indicators for our Overseas Institutions*

The following table set forth, as at the dates and for the periods indicated, the distribution of the total assets, profit before tax and total number of institutions of our international operations by geographic area.

	Assets (in USD millions)		Profit before tax (in USD millions)		Number of institutions	
	As at 31 December	At 31 December			As at 31 December	At 31 December
	2021	2020	2021	2020	2021	2020
Hong Kong SAR and Macau SAR . . . . .	214,414	204,181	1,373	1,565	102	108
Asia-Pacific region (except Hong Kong SAR and Macau SAR) . .	145,860	118,253	1,057	950	91	90
Europe. . . . .	83,726	89,030	401	302	75	75
America. . . . .	59,548	51,106	253	42	152	152
African Representative Office . . .	–	–	–	–	1	1
Eliminations . . . . .	(51,999)	(44,378)				
<b>Subtotal</b> . . . . .	451,549	418,192	3,084	2,859	421	426
Investment in Standard Bank <sup>(1)</sup> . .	3,870	3,887	330	158		
<b>Total</b> . . . . .	<b>455,419</b>	<b>422,079</b>	<b>3,414</b>	<b>3,017</b>	<b>421</b>	<b>426</b>

*Note:*

(1) The assets represent the balance of our investment in Standard Bank Group Limited, and profit before tax represents our gain on investment that we recognised during the period.

## **Diversified Operation and Subsidiary Management**

We remained committed to serving the real economy and supply-side structural reform, focused on main business, refined specialized business, and gradually created a diversified operation pattern covering fund, leasing, overseas investment banking, insurance, wealth management, debt-for-equity swap and technology. Strategic coordination efficiency was continuously raised.

We made unremitting efforts in perfecting the management system of “Four Beams and Eight Columns”, issued the Rules for Management of Overseas Institutions, Rules for Management of Domestic Integrated Subsidiaries and other important policies, and established a subsidiary management mechanism featuring “leading coordination and focusing on lines” to promote the perfection of the subsidiary management system.

We optimized the governance structure of subsidiaries, strengthened the support for duty performance by directors and supervisors assigned to subsidiaries, promoted the organic integration of Party building and corporate governance of domestic subsidiaries, and continuously improved the effectiveness of corporate governance of subsidiaries. We promoted the deep and accurate transmission of our strategy to subsidiaries, and improved our full-product, full-market, full-process and full-lifecycle service system and value chain. We improved the efficiency of capital use, and optimized the assessment mechanism and resource allocation. The industry influence, core competitiveness and customer service capability of subsidiaries were constantly enhanced.

We strictly abided by local regulatory requirements, developed our unified risk management strategy and risk appetite based on the work idea of “plan ahead, see the big from the small, remedy in time and draw inferences”, promoted inclusion of investment and financing data of domestic subsidiaries into the data lake to effectively identify, measure, monitor, control and report various risks, and enhanced enterprise risk management. We adopted strict consolidated and penetration management, improved risk prevention & control and internal control & compliance capabilities, and pursued high-quality development.

### ***ICBC Credit Suisse Asset Management***

ICBC Credit Suisse Asset Management is mainly engaged in fund raising, fund sales, asset management and other businesses approved by CSRC. It had many business qualifications such as mutual fund, QDII, enterprise annuity, specific asset management, domestic (foreign) investment manager of social security fund, RQFII, insurance fund management, special asset management, occupational annuity and basic endowment insurance investment manager, and was one of the “fully qualified” fund companies in the industry.

ICBC Credit Suisse Asset Management quickened steps in high-quality development, and continuously improved the value contribution. The investment performance remained in a leading position and the average yields of equity funds and bond funds actively managed remained in the forefront of large fund companies. ICBC Credit Suisse Asset Management practiced the concept of socially responsible investing, and won the “Gold Fund SRI (ESG) Return Fund Management Company Award” of Shanghai Securities News.

ICBC Credit Suisse Asset Management served the wealth management needs of residents. It upgraded the customer service mode and provided the whole process companion service of “investment + advisory”. It set up an investor protection committee, strengthened the protection of investors’ legitimate rights and interests, and further promoted investor education, which was evaluated as excellent in the assessment of the national securities and futures investor education base.

At the end of 2021, ICBC Credit Suisse Asset Management managed 207 mutual funds, and more than 690 annuities, special accounts and special portfolios, with assets totaling RMB1.72 trillion.

### ***ICBC Leasing***

ICBC Leasing was mainly engaged in financial leasing of large-scale equipment in key areas such as aviation, shipping, energy and power, rail transit and equipment manufacturing, and provided a number of financial and industrial services such as rent transfer, investment fund, investment asset securitization, asset trading and asset management.

It effectively consolidated its market position in terms of aviation business, deeply developed high-quality customers, and explored innovative business areas such as cargo aircraft leasing. It actively implemented the Belt and Road Initiative in terms of maritime business. It deepened strategic cooperation with key customers, boosted the transformation and upgrading of China's shipbuilding industry, and supported domestic shipyards to build high-tech and high value-added ships.

Regarding domestic comprehensive leasing business, it continuously stepped up marketing and business development efforts in the fields of "New infrastructure", "New infrastructure, New urbanization initiatives and Major projects", "New manufacturing, New services, New basic industries and High-tech industries", concretely promoted innovation and transformation, actively optimized asset structure, extensively carried out marketing interconnection between banks and companies, deeply tapped needs of key customers, strengthened business reserves and investment, and drove key strategic regional markets through key projects.

### ***ICBC-AXA***

ICBC-AXA operated various insurance businesses such as life insurance, health insurance and accident insurance, as well as reinsurance of the aforesaid businesses, business permitted by national laws and regulations to use insurance funds and other businesses approved by CBIRC.

It took a customer-centric approach to improve services. It greatly expanded the customer coverage of the service, continued to adequately settle customer claims, and optimized the claim settlement process, with the odds of small claims reaching 99.34%. Operations were digitally transformed in a push for online underwriting, policy owner service and claim settlement for personal insurance.

It gave full play to the role of insurance as a social stabilizer, activated the contingency plan against natural disasters such as rainstorm in a timely manner, and opened a green channel for claim settlement, so as to ensure full and fast compensation. It adhered to the principle of "insurance for the benefit of people", boosted inclusive insurance projects, and actively participated in the "Huimin Insurance" business.

### ***ICBC International***

ICBC International is a Hong Kong licensed financial service integrated platform wholly owned by us, mainly providing various financial services such as corporate financing, investment management, sales transaction and asset management.

Focusing on key industries and fields, it provided all-round investment and financing services for the real economy, and made every effort to build the characteristic brand of investment banking. The four business segments, i.e. investment banking, sales and trading, investment management and asset management, achieved smooth development. ICBC International was among the top-tier market players of Hong Kong market by IPO underwriting volume, and stayed ahead in the bond market for Chinese offshore investment-grade enterprises by overseas bond underwriting. It was still among the Class-B securities firms on the Hong Kong Stock Exchange. It made a breakthrough in double GP actively managed fund business. It was awarded "Best Bond Advisor in Hong Kong" by *The Asset*.

### ***ICBC Financial Asset Investment Co., Limited ("ICBC Investment")***

ICBC Investment is one of the first pilot banks in China to conduct debt-for-equity swap. It holds the franchise license of non-bank financial institution and is mainly engaged in debt-for-equity swap and the supporting business.

ICBC Investment actively and steadily expanded and improved market-oriented debt-for-equity swap business, focused on supply-side structural reform, strengthened coordination with the Group, exerted strict customer access and diversified fund-raising channels. The "headquarters-to-headquarters" cooperation based on fund of funds was innovatively carried out to boost the clean energy development and continuously improve the quality and efficiency in serving the real economy. ICBC Investment actively played its part as a shareholder, and sent directors and supervisors to the shareholding subsidiaries in which it conducted debt-for-equity swap. It provided comprehensive financial services for debt-for-equity swap enterprises, and energetically supported the reform and development of these enterprises.

## ***ICBC Wealth Management***

ICBC Wealth Management engages mainly in the issuance of wealth management products, wealth management advisory and consulting service and other activities approved by CBIRC.

It fully accommodated the requirements of the new regulations on wealth management business, pushed forward the net-worth transformation of products, and continued to develop products and services. It was the first among peers to exceed RMB2 trillion in wealth management products, significantly increased the proportion of non-cash management and open net worth products, and provided customers with richer asset allocation choices. In 2021, it won more than 30 important awards in the industry such as the “Golden Bull Award for Banking Wealth Management Company” from China Securities Journal. It was ranked first among domestic wealth management companies on the list of IPE Top 500 Global Asset Management Companies.

It accelerated business transformation and innovation, continuously enhanced the adaptability and competitiveness of serving the high-quality development of the real economy, and shouldered its social responsibility. It innovated financial services for senior care, became the first batch of pilot institutions for wealth management business for senior care in China, and released ICBC Wealth Management Yi Xiang An Tai wealth management products for senior care and helped the construction of the national multi-level senior care system. It innovated green finance services, and was the first in the industry to issue “carbon neutrality” asset allocation index and green finance themed wealth management products. It innovated inclusive finance services, developed fixed-income products suitable for the risk-return appetite of county and rural residents, and expanded the coverage of rural wealth by financial services. It innovated and opened up financial services, steadily promoted the establishment of joint ventures, actively participated in the pilot business of “Cross-boundary Wealth Management Connect” in the Greater Bay Area, innovated and developed new wealth management products with the theme of “Southbound Connect” under new regulations, and contributed to the internationalization of RMB and the interconnection between Hong Kong and Chinese mainland.

As at the end of 2021, the balance of ICBC Wealth Management’s wealth management products was RMB2,021,804 million, an increase of RMB951,731 million over the end of the previous year, all of which were net-worth products. By fundraising methods, the balance of public offering wealth management products was RMB1,975,907 million as at 31 December 2021, an increase of RMB940,656 million, accounting for 97.73 per cent.; and the balance of private offering wealth management products was RMB45,897 million as at 31 December 2021, an increase of RMB11,075 million, accounting for 2.27 per cent. By customer types, the balance of personal wealth management products as at 31 December 2021 was RMB1,714,603 million, an increase of RMB889,838 million, accounting for 84.81 per cent.; and the balance of corporate wealth management products as at 31 December 2021 was RMB307,201 million, an increase of RMB61,893 million, accounting for 15.19 per cent.

## **MAJOR CONTROLLED SUBSIDIARIES AND MAJOR EQUITY PARTICIPATING COMPANY**

### **Major Overseas Subsidiaries**

#### ***ICBC (ASIA)***

ICBC (Asia) is our wholly owned Hong Kong registered bank and has an issued share capital of HK\$44,188 million. It provides comprehensive commercial banking services and its major businesses include commercial credit, trade finance, investment service, retail banking, E-banking, custody, credit card, receiving bank services for IPOs and dividend distribution. As at 31 December 2021, ICBC (Asia) recorded total assets of U.S.\$118,979 million and net assets of U.S.\$18,416 million. It generated a net profit of U.S.\$726.58 million during the year ended 31 December 2021.

#### ***ICBC International***

ICBC International, a licensed integrated platform for financial services in Hong Kong that is wholly owned by us, has a paid-up capital of HK\$5,963 million. It mainly renders a variety of investment services, including corporate finance, investment management, sales and trading, and asset management. As at 31 December 2021, ICBC International recorded total assets of U.S.\$7,955 million and net assets of U.S.\$1,680 million. It generated a net profit of U.S.\$2.74 million during the year ended 31 December 2021.



***Industrial and Commercial Bank of China (Macau) Limited (“ICBC (Macau)”)***

ICBC (Macau) is the largest local legal banking entity in Macau. It has a share capital of MOP589 million, in which we hold an 89.33 per cent. stake. ICBC (Macau) mainly engages in comprehensive commercial banking services such as deposit, loan, trade finance and international settlement. As at 31 December 2021, ICBC (Macau) recorded total assets of U.S.\$54,596 million and net assets of U.S.\$3,720 million. It generated a net profit of U.S.\$282.98 million during the year ended 31 December 2021.

***PT. Bank ICBC Indonesia (“ICBC (Indonesia)”)***

ICBC (Indonesia) is a fully-licensed commercial banking subsidiary registered in Indonesia, with a paid-up capital of IDR3.71 trillion, of which we hold a 98.61 per cent. stake. ICBC (Indonesia) mainly engage in financial services such as deposit, loan and trade finance, settlement, agency services, inter-bank borrowing and lending and foreign exchange. As at 31 December 2021, ICBC (Indonesia) recorded total assets of U.S.\$4,422 million and net assets of U.S.\$435 million. It generated a net profit of U.S.\$13.87 million during the year ended 31 December 2021.

***Industrial and Commercial Bank of China (Malaysia) Berhad (“ICBC (Malaysia)”)***

ICBC (Malaysia) is our wholly-owned subsidiary established in Malaysia. With a paid-up capital of MYR833 million, it is able to provide a full range of commercial banking services. As at 31 December 2021, ICBC (Malaysia) recorded total assets of U.S.\$988 million and net assets of U.S.\$300 million. It generated a net profit of U.S.\$11.01 million during the year ended 31 December 2021.

***Industrial and Commercial Bank of China (Thai) Public Company Limited (“ICBC (Thai)”)***

ICBC (Thai), our subsidiary in Thailand, has a share capital of THB20,132 million, of which we hold a 97.86 per cent. stake. ICBC (Thai) holds a comprehensive banking licence and provides various services including deposit, loan, trade finance, remittance, settlement, leasing and consulting. As at 31 December 2021, ICBC (Thai) recorded total assets of U.S.\$9,121 million and net assets of U.S.\$1,115 million. It generated a net profit of U.S.\$81.88 million during the year ended 31 December 2021.

***Industrial and Commercial Bank of China (Almaty) Joint Stock Company (“ICBC (Almaty)”)***

ICBC (Almaty), our wholly-owned subsidiary, was incorporated in Kazakhstan with a share capital of KZT8,933 million. The primary commercial banking services it engages in include deposit, loan, international settlement and trade finance, foreign currency exchange, guarantee, account management, E-banking and bank card. As at 31 December 2021, ICBC (Almaty) recorded total assets of U.S.\$600 million and net assets of U.S.\$84 million. It generated a net profit of U.S.\$18.80 million during the year ended 31 December 2021.

***Industrial and Commercial Bank of China (New Zealand) Limited (“ICBC (New Zealand)”)***

ICBC (New Zealand) is our wholly-owned subsidiary with a paid-up capital of NZD234 million. ICBC (New Zealand) provides corporate and personal banking services such as account management, transfer and remittance, international settlement, trade finance, corporate credit, residential mortgages and credit card business. As at 31 December 2021, it recorded total assets of U.S.\$1,531 million and net assets of U.S.\$192 million. It generated a net profit of U.S.\$7.89 million during the year ended 31 December 2021.

***ICBC (Europe)***

ICBC (Europe), our wholly owned subsidiary, was incorporated in Luxembourg with a paid-up capital of EUR437 million. It has several institutions including Paris Branch, Brussels Branch, Amsterdam Branch, Milan Branch, Madrid Branch, Warsaw Branch and Greece Representative Office, which mainly offer financial services including loan, trade finance, settlement, treasury, investment banking, custody, franchise wealth management, etc. As at 31 December 2021, ICBC (Europe) recorded total assets of U.S.\$7,149 million and net assets of U.S.\$688 million. It made a net loss of U.S.\$7.58 million during the year ended 31 December 2021.



### ***ICBC (London) Plc (“ICBC (London)”)***

ICBC (London), our wholly owned subsidiary, was incorporated in the United Kingdom with a paid-up capital of U.S.\$200 million. It provides banking services such as deposit and exchange, loan, trade finance, international settlement, funds clearing, foreign exchange trading and retail banking services. As at 31 December 2021, ICBC (London) recorded total assets of U.S.\$1,432 million and net assets of U.S.\$467 million. It generated a net profit of U.S.\$15.35 million during the year ended 31 December 2021.

### ***ICBC Standard Bank Plc (“ICBC Standard Bank”)***

ICBC Standard Bank, our subsidiary in the United Kingdom, has an issued share capital of U.S.\$1,083 million, in which we hold a direct 60 per cent. stake. ICBC Standard Bank mainly provides global commodity trading businesses such as base metals, precious metals, commodities and energy as well as global financial markets businesses such as exchange rate, interest rate and credit. As at 31 December 2021, ICBC Standard Bank recorded total assets of U.S.\$26,268 million and net assets of U.S.\$1,370 million. It generated a net profit of U.S.\$98.50 million during the year ended 31 December 2021.

### ***Bank ICBC (Joint Stock Company) (“Bank ICBC (JSC)”)***

Bank ICBC (JSC), our wholly owned subsidiary, was incorporated in Russia with a share capital of RUB10.81 billion. It mainly provides a full spectrum of corporate banking services including corporate and project loan, trade finance, deposit, settlement, securities brokerage, custody, franchise treasury business and securities trading, foreign currency exchange, global cash management, investment banking and corporate financial consulting, as well as personal banking services. As at 31 December 2021, Bank ICBC (JSC) recorded total assets of U.S.\$1,252 million and net assets of U.S.\$167 million. It generated a net profit of U.S.\$13.49 million during the year ended 31 December 2021.

### ***ICBC Turkey Bank Anonim Sirketi (“ICBC (Turkey)”)***

ICBC (Turkey), our controlled subsidiary in Turkey, has a share capital of TRY860 million, in which we hold a 92.84 per cent. stake. With licences for commercial banking, investment banking and asset management, ICBC (Turkey) provides corporate customers with integrated financial services including deposit, project loan, syndicated loan, trade finance, small and medium-sized enterprise loan, investment and financing advisory services, securities brokerage and asset management. At the same time, it provides personal customers with financial services such as deposit, consumption loan, residential mortgages, credit card and E-banking. As at 31 December 2021, ICBC (Turkey) recorded total assets of U.S.\$2,979 million and net assets of U.S.\$125 million. It generated a net profit of U.S.\$14.10 million during the year ended 31 December 2021.

### ***ICBC Austria Bank GmbH (“ICBC (Austria)”)***

ICBC (Austria), is our wholly-controlled subsidiary in Austria, has a share capital of EUR200 million. ICBC (Austria) provides financial services such as corporate deposits, loans, trade finance, international settlement, cash management, cross-border RMB business, foreign exchange transactions, and financial advisory for cross-border investment and financing. As at 31 December 2021, ICBC (Austria) recorded total assets of U.S.\$976 million and net assets of U.S.\$218 million. It made a net loss of U.S.\$0.56 million during the year ended 31 December 2021.

### ***Industrial and Commercial Bank of China (USA) NA (“ICBC (USA)”)***

ICBC (USA), our controlled subsidiary in the United States, has a paid-up capital of U.S.\$369 million, of which we hold an 80 per cent. stake. Holding a fully-functional commercial banking licence registered in the USA Federal International Qualification Authentication Corp, ICBC (USA) is a member of Federal Deposit Insurance Corporation, providing corporate and retail banking services such as deposit, loan, settlement and remittance, trade finance, cross-border settlement, cash management, E-banking and bank card services. As at 31 December 2021, ICBC (USA) recorded total assets of U.S.\$2,991 million and net assets of U.S.\$405 million. It generated a net profit of U.S.\$14.92 million during the year ended 31 December 2021.

### ***Industrial and Commercial Bank of China Financial Services LLC (“ICBCFS”)***

ICBCFS, our wholly owned subsidiary in the United States, has a paid-up capital of U.S.\$50 million. It mainly specialises in securities clearing and financing business in Europe and America, and offers securities brokerage services including securities clearing, financing and custody for institutional customers. As at 31 December 2021, ICBCFS recorded total assets of U.S.\$24,632 million and net assets of U.S.\$81 million. It suffered a net loss of U.S.\$20.61 million during the year ended 31 December 2021.

### ***Industrial and Commercial Bank of China (Canada) (“ICBC (Canada)”)***

ICBC (Canada) is our subsidiary in Canada with a paid-up capital of CAD208.00 million, of which we hold an 80 per cent. stake. Holding a full-functional commercial banking licence, ICBC (Canada) provides various corporate and retail banking services such as deposit, loan, settlement, remittance, trade finance, foreign exchange trading, funds clearing, cross-border RMB settlement, RMB currency notes, cash management, E-banking, bank card and investment and financing consultation. As at 31 December 2021, ICBC (Canada) recorded total assets of U.S.\$1,801 million and net assets of U.S.\$292 million. It generated a net profit of U.S.\$13.97 million during the year ended 31 December 2021.

### ***Industrial and Commercial Bank of China Mexico S.A. (“ICBC (Mexico)”)***

ICBC (Mexico), our wholly owned subsidiary in Mexico, has a paid-up capital of MXN1,597 million. Holding a full-functional commercial banking licence, ICBC (Mexico) offers corporate deposit, loan, international settlement, trade finance, foreign exchange trading and other services. As at 31 December 2021, ICBC (Mexico) recorded total assets of U.S.\$269 million and net assets of U.S.\$34 million. It generated a net profit of U.S.\$2.39 million during the year ended 31 December 2021.

### ***Industrial and Commercial Bank of China (Brasil) S.A. (“ICBC (Brasil)”)***

ICBC (Brasil), our wholly-owned subsidiary in Brazil, has a paid-up capital of BRL202 million. ICBC (Brasil) offers commercial banking and investment banking services such as deposit, loan, trade finance, international settlement, fund transaction, franchise wealth management and financial advisory. As at 31 December 2021, ICBC (Brasil) recorded total assets of U.S.\$260 million and net assets of U.S.\$35 million. It suffered a net loss of U.S.\$2.17 million during the year ended 31 December 2021.

### ***ICBC Peru Bank (“ICBC (Peru)”)***

ICBC (Peru), our wholly owned subsidiary in Peru, has a paid-up capital of U.S.\$120 million. Holding a full-functional commercial banking licence, ICBC (Peru) offers corporate deposit, loan, financial leasing, international settlement, trade finance, foreign exchange trading and E-banking and other services. As at 31 December 2021, ICBC (Peru) had total assets of U.S.\$1,478 million and net assets of U.S.\$99 million. It generated a net profit of U.S.\$7.95 million during the year ended 31 December 2021.

### ***Industrial and Commercial Bank of China (Argentina) S.A. (“ICBC (Argentina)”)***

ICBC (Argentina), our wholly owned subsidiary in Argentina, has a paid-up capital of ARS28.4 billion. With a commercial banking licence, ICBC (Argentina) provides a full range of commercial banking services including working capital loan, syndicated loan, structured financing, trade finance, personal loan, auto loan, spot/forward foreign exchange trading, financial markets, cash management, investment banking, bond underwriting, asset custody, leasing, international settlement, E-banking, credit card and asset management. As at 31 December 2021, ICBC (Argentina) recorded total assets of U.S.\$4,767 million and net assets of U.S.\$878 million. It generated a net profit of U.S.\$82.17 million during the year ended 31 December 2021.

### **Major Domestic Subsidiaries**

ICBC Credit Suisse Asset Management, our subsidiary, has a paid-up capital of RMB200 million, of which we hold an 80 per cent. stake. It mainly engages in fund placement, fund distribution, asset management and such other businesses as approved by the CSRC, and owns many business qualifications including mutual fund, QDII, enterprise annuity, specific asset management, domestic and overseas investment manager of social security fund, Renminbi Qualified Foreign Institutional Investor, insurance asset

management, non-listed asset management, occupational annuity and manager of basic pension insurance investment. It is one of the fund companies with the most comprehensive qualifications in the industry. At the end of 2021, ICBC Credit Suisse Asset Management managed a total of 207 mutual funds and more than 690 annuity accounts and segregated management accounts as well as non-listed asset portfolios and its total assets under management amounted to RMB1.72 trillion. As at 31 December 2021, it recorded total assets of RMB17,627 million and net assets of RMB14,092 million. It generated a net profit of RMB2,794 million during the year ended 31 December 2021.

### ***ICBC Leasing***

ICBC Leasing, our wholly owned subsidiary, has a paid-up capital of RMB18.0 billion. It mainly operates the financial leasing of large-scale equipment in critical fields such as aviation, shipping, energy and power, rail transit and equipment manufacturing. It also engages in various financial and industrial services including rental transfer, investment fund, securitisation of investment assets, assets trading and assets management. As at 31 December 2021, ICBC Leasing recorded total assets of RMB294,803 million and net assets of RMB39,990 million. It generated a net profit of RMB2,236 million during the year ended 31 December 2021.

### ***ICBC-AXA***

ICBC-AXA, a subsidiary in which we hold a 60 per cent. stake and has a paid-up capital of RMB12,505 million. ICBC-AXA engages in a variety of insurance businesses such as life insurance, health insurance and accident insurance, and re-insurance of these businesses, businesses in which use of insurance capital is permitted by laws and regulations of the State and other businesses approved by the CBIRC. As at 31 December 2021, it recorded total assets of RMB258,134 million and net assets of RMB18,301 million. It generated a net profit of RMB1,607 million during the year ended 31 December 2021.

### ***ICBC Investment***

With a paid-in capital of RMB27.0 billion, ICBC Investment is our wholly-owned subsidiary and one of the first pilot banks in the PRC authorised by the State Council to conduct debt-for-equity swap. It holds the franchise licence of non-bank financial institution and is mainly engaged in debt-for-equity swap and the supporting business. As at 31 December 2021, ICBC Investment recorded total assets of RMB172,591 million and net assets of RMB40,123 million. It generated a net profit of RMB10,197 million during the year ended 31 December 2021.

### ***ICBC Wealth Management***

ICBC Wealth Management is our wholly-owned subsidiary with a paid-in capital of RMB16 billion. It engages mainly in the issuance of wealth management products, wealth management advisory and consulting service and other activities approved by the CBIRC and is qualified for general derivatives trading and foreign exchange business. As at 31 December 2021, ICBC Wealth Management recorded total assets of RMB18,791 million and net assets of RMB17,700 million. It generated a net profit of RMB892 million during the year ended 31 December 2021.

On 25 May 2021, the Board announced that ICBC Wealth Management has received CBIRC's approval that it is approved to cooperate with Goldman Sachs Asset Management, L.P. ("**Goldman Sachs Asset Management**") to establish a Sino-foreign joint venture wealth management company (the "Joint Venture Wealth Management Company"). The Joint Venture Wealth Management Company will be jointly funded and established by ICBC Wealth Management and Goldman Sachs Asset Management. The funding contribution ratio of ICBC Wealth Management and Goldman Sachs Asset Management will be 49 per cent. and 51 per cent. respectively. The joint funding and establishment of the Joint Venture Wealth Management Company by ICBC Wealth Management and Goldman Sachs Asset Management will be beneficial to the Bank's provisions of more diversified and professional wealth management services, and further enhance the Bank's comprehensive ability to serve the real economy. In the next step, the Bank will push forward ICBC Wealth Management to complete the establishment of the Joint Venture Wealth Management Company in accordance with the regulatory requirements.

## Major Equity Participation Company

### *Standard Bank Group Limited*


Standard Bank Group Limited is the largest commercial bank in Africa. Its scope of business covers commercial banking, investment banking, life insurance business and other areas. We hold 20.06 per cent. of the ordinary shares of Standard Bank Group Limited as at 31 December 2021. Based on mutual benefit and win-win cooperation, the two sides furthered cooperation in equity cooperation, customer expansion, project financing, product innovation, risk management, FinTech and staff exchange. As at 31 December 2021, Standard Bank Group Limited recorded total assets of ZAR2,725,817 million and net assets of ZAR242,849 million. It generated a net profit of ZAR28,059 million during the year ended 31 December 2021.

## IT-BASED BANKING DEVELOPMENT

We continued to improve the “big data” basis for IT-based banking development, input data of financial market, e-commerce platform and comprehensive subsidiaries as data warehouse, and incorporated personal internet banking logs and other unstructured data into our database. We strengthened data analysis mining and application in terms of e-commerce, risk management, precision marketing and product classification. We integrated business handling process, continued to improve consolidation of customer information and optimised our customer-oriented marketing assessment system. We also improved our financial asset service system and implemented full-process management on asset investment and operation. Furthermore, we advanced the system building in our international and diversified operations and accomplished comprehensive business system development in ICBC-AXA, ICBC Credit Suisse Investment Management and other subsidiaries.

Our information system maintained stable and secure operation. We have acquired the capability to switch our city-wide host systems in two technical parks within several minutes and transformed from traditional disaster recovery mode to dual-centre parallel mode to ensure the around-the-clock operation of our global business. We continued to build the group-wide daily administrative mechanism on information security and conducted tiered authorisation and information protection. We reformed the financial IC card, mobile payment and other application systems, enhanced our controllability on information security protection and reinforced security protection measures for customer service system.

## INTELLECTUAL PROPERTY RIGHTS

In 2021, we ranked at first place in the banking industry for eighth consecutive years in CBIRC’s IT supervision ratings. Seven of our achievements won the annual Banking Technological Development Award from PBOC, which is the most among our peers in the PRC banking industry. We are also the registered owner of the domain names of our websites such as “www.icbc.com.cn”, “www.icbc.com.hk” and “www.icbc.asia”. The trademark “**ICBC**  ” (individually and collectively with our Chinese and/or English name), for which we have the copyright, has been widely used on our signboards, badges, publicity materials and internal documents. See also “– *IT-Based Banking Development*” above.

## HUMAN RESOURCES MANAGEMENT

As at 31 December 2021, we had a total of 434,089 employees, including 410,766 employees in domestic branches, 7,467 employees in domestic subsidiaries and 15,856 employees in overseas institutions.

With the focus on high-quality development of operation and areas vital to market competition, we assigned more human resources to strategic areas. We deepened technological empowerment, moved ahead with the construction of retail and FinTech teams and improved operation through the transformation and upgrading of human resources. We expanded front-line marketing service personnel to strongly support the competitiveness enhancement of outlets. In line with the trend of digital transformation, we optimized institutional function setting and deepened online and offline integrated development. We increased support for personnel in key counties and rural areas and promoted financial service resources to lower tiers.

We endeavored to promote the acceptance of corporate culture. Focusing on our strategy, we expanded the connotation of corporate culture, strengthened cultural transmission, and reinforced employees' strategic consensus and cultural identity by preparing and publishing white papers on cultural building and producing micro-videos to interpret the strategy. We carried forward the "Innovative ICBC" project, put into production the incubation system, and created an atmosphere of innovation for all employees. We continued to implement the cultural event "That's China, That's ICBC" to promote cultural integration and dissemination. We launched "Red Financial Footprint" campaign to guide employees to inherit the tradition and spirit of revolution. We produced special educational films such as "Comprehensive and Strict Governance over Party and ICBC", carried out special warning education on "Financial Criminal Cases", to foster a clean and honest financial culture.

We continued to develop tiered and classified training programmes to meet the needs of business development and talent team building. We concentrated efforts on implementing leadership training camp, Mini MBA Programme, credit management and executive English training for managers to enhance their management capabilities. We continued to carry out thematic training on FinTech, inclusive finance, AML and ESG to improve the professional competency and business capabilities of professionals. We started cross-provincial rotating training for the heads of front-line outlets, coordinated and strengthened training for personnel on other positions, extensively carried out the bank-wide reading campaign and helped employees perform duties and grow up on appropriate positions.

## **LEGAL AND REGULATORY PROCEEDINGS**

We were involved in lawsuits and arbitrations during our normal course of operations. Most of these cases were initiated by us to recover NPLs, while some were related to disputes with clients. As at 31 December 2021, there were a number of legal proceedings and arbitrations outstanding against the Bank and/or its subsidiaries with a total claimed amount of RMB6,165 million. We do not expect any material adverse effect from the above-mentioned legal proceedings and arbitrations on our business, financial position or operating results.

We strictly comply with applicable anti-money laundering and anti-terrorism laws and other regulations in the PRC, Hong Kong, Singapore and other jurisdictions where we have operations. We actively fulfil our obligations and responsibilities in terms of anti-money laundering by coordinating the establishment of anti-money laundering policies and systems. We have carried out customer identification, large amount and suspicious transaction reporting, money laundering risk assessment, anti-money laundering training and audits, which have improved our anti-money laundering and anti-terrorist financing compliance capabilities. Save as disclosed under "*Risk Factors – Other Risks Relating to Our Business – We may not be able to prevent fully or to detect timely any money laundering and other illegal or improper activities*" of this Offering Circular, we are not currently aware of any money laundering or terrorist financing activities engaged in by, or involving any employee of, our domestic or overseas branches or subsidiaries which may materially and adversely affect our business, financial condition and results of operations.



## DESCRIPTION OF CERTAIN BRANCHES OF THE BANK

We operate principally in Mainland China, and has an overseas network covering 49 countries and regions with 421 institutions as at 31 December 2021 (including Hong Kong, Macau, Singapore, Frankfurt, Luxembourg, Seoul, Tokyo, London, Almaty, Jakarta, Moscow, Doha, Dubai, Abu Dhabi, Sydney, Toronto, Kuala Lumpur, Hanoi, Bangkok, New York, Karachi, Mumbai, Phnom Penh, Vientiane, Lima, Buenos Aires, Sao Paulo, Auckland, Kuwait City, Mexico City, Yangon, Riyadh, Istanbul, Prague, Manila, Vienna, Greece and Zurich). For further details on the principal subsidiaries of the Bank, please refer to the section “*Description of the Bank – Controlled Subsidiaries and Major Equity Participating Company*”.

### DESCRIPTION OF HONG KONG BRANCH

We commenced operations in Hong Kong in 1995 through our branch setup in Hong Kong. The registered office of the Hong Kong Branch is at 33/F, ICBC Tower, 3 Garden Road, Central, Hong Kong.

#### Business Activities

The Hong Kong Branch is a fully licensed bank in Hong Kong and currently focuses 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:

- trade finance including issuance of letters of credit, shipping guarantees, trust receipts, inward collections, advising and confirmation of letters of credit, letters of credit negotiation, outward collections, bill discounts and packing loans;
- corporate finance in the forms of commercial paper issuance, bond underwriting and derivative dealings;
- treasury products, foreign exchange and derivative products, capital markets services, risk management as well as asset and liability management consultancy services;
- lending services including syndicated loans, commercial lending and mortgage lending;
- deposits and remittances; and
- issuance of certificates of deposit.

#### Hong Kong Regulatory Guidelines

The banking industry in Hong Kong is regulated under the provisions of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) (the “Banking Ordinance”) and subject to the powers and functions ascribed by the Banking Ordinance to the HKMA. The Banking Ordinance provides that only banks which have been granted a banking licence by the 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 the 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. The HKMA supervises licensed banks through, inter alia, a regular information gathering process, the main features of which are as follows:

- each licensed bank must submit a monthly return to the 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, unless the HKMA permits returns to be made at less frequent intervals;



- the 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 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 the HKMA may require. The HKMA may also require a report by a licensed bank's auditors (approved by the 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 the 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 the HKMA immediately of their likelihood of becoming unable to meet their obligations;
- the HKMA may direct a licensed bank to appoint an auditor to report to the 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 the HKMA may reasonably require; and
- the 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 the HKMA on a regular basis.

In addition, we are also subject to the FIRO. Please refer to “*Risk Factors – Risks relating to the Notes issued under the Programme – The Financial Institutions (Resolution) Ordinance may adversely affect the Notes where the Issuer is the Hong Kong Branch*” for further information.

## RECENT DEVELOPMENTS

### ANNOUNCEMENT OF OUR UNAUDITED AND UNREVIEWED CONSOLIDATED FINANCIAL RESULTS AS AT AND FOR THE THREE MONTHS ENDED 31 MARCH 2022

On 29 April 2022, we announced our unaudited and unreviewed consolidated financial results as at and for the three months ended 31 March 2022. We also reported additional financial and operating indicators. The unaudited and unreviewed consolidated financial results as at and for the three months ended 31 March 2022 are not audited or reviewed by an independent auditor. Consequently, such financial information should not be relied upon by investors as providing the same quality of information associated with information that has been subject to an audit or review. Potential investors must exercise caution when using such data to evaluate our financial condition, results of operations and results. Such financial information should not be taken as an indication of our expected financial condition, results of operations and results for the full financial year ending 31 December 2022.

The following table sets forth, for the periods indicated, our unaudited consolidated statement of profit or loss.

	<b>Three months ended 31 March 2021</b>	<b>Three months ended 31 March 2022</b>
	<b>(in RMB millions)</b>	
Interest income . . . . .	278,781	305,370
Interest expense . . . . .	(112,180)	(128,089)
<b>Net interest income</b> . . . . .	<b>166,601</b>	<b>177,281</b>
Fee and commission income . . . . .	44,896	45,649
Fee and commission expense . . . . .	(3,732)	(3,981)
<b>Net fee and commission income</b> . . . . .	<b>41,164</b>	<b>41,668</b>
Net trading income . . . . .	2,371	298
Net gains on financial investments . . . . .	112	1,268
Other operating income, net . . . . .	3,872	6,343
<b>Operating income</b> . . . . .	<b>214,120</b>	<b>226,858</b>
Operating expenses . . . . .	(43,457)	(45,658)
Impairment losses on assets . . . . .	(62,862)	(70,662)
<b>Operating profit</b> . . . . .	<b>107,801</b>	<b>110,538</b>
Share of results of associates and joint ventures . . . . .	619	552
<b>Profit before taxation</b> . . . . .	<b>108,420</b>	<b>111,090</b>
Income tax expense . . . . .	(22,123)	(19,961)
<b>Profit for the period</b> . . . . .	<b>86,297</b>	<b>91,129</b>

The following table sets forth, as at the dates indicated, our consolidated statement of financial position.

	<b>As at 31 December 2021 (Audited)</b>	<b>As at 31 March 2022 (Unaudited)</b>
	<b>(in RMB millions)</b>	
<b>Assets</b>		
Cash and balances with central banks . . . . .	3,098,438	3,509,818
Due from banks and other financial institutions . . . . .	827,150	830,243
Derivative financial assets . . . . .	76,140	112,006
Reverse repurchase agreements . . . . .	663,496	1,137,687
Loans and advances to customers . . . . .	20,109,200	21,009,578
Financial investments . . . . .	9,257,760	9,536,175
Financial investments measured at fair value through profit or loss . . . . .	623,223	738,885
Financial investments measured at fair value through other comprehensive income . . . . .	1,803,604	1,720,707
Financial investments measured at amortised cost . . . . .	6,830,933	7,076,583
Investments in associates and joint ventures . . . . .	61,782	64,987
Property and equipment . . . . .	290,296	287,518
Deferred tax assets . . . . .	79,259	88,648
Other assets . . . . .	707,862	719,805
<b>Total assets</b> . . . . .	<b>35,171,383</b>	<b>37,296,465</b>
<b>Liabilities</b>		
Due to central banks . . . . .	39,723	47,919
Financial liabilities designated as at fair value through profit or loss . . . . .	87,180	81,248
Derivative financial liabilities . . . . .	71,337	117,590
Due to banks and other financial institutions . . . . .	2,921,029	3,262,549
Repurchase agreements . . . . .	365,943	508,369
Certificates of deposit . . . . .	290,342	234,339
Due to customers . . . . .	26,441,774	27,972,681
Income tax payable . . . . .	92,443	116,695
Deferred tax liabilities . . . . .	5,624	5,352
Debt securities issued . . . . .	791,375	820,747
Other liabilities . . . . .	789,355	774,062
<b>Total liabilities</b> . . . . .	<b>31,896,125</b>	<b>33,941,551</b>
<b>Equity</b>		
Equity attributable to equity holders of the parent company		
Share capital . . . . .	356,407	356,407
Other equity instruments . . . . .	354,331	354,331
Reserves . . . . .	926,375	915,664
Retained profits . . . . .	1,620,642	1,710,384
Non-controlling interests . . . . .	17,503	18,128
<b>Total equity</b> . . . . .	<b>3,275,258</b>	<b>3,354,914</b>
<b>Total equity and liabilities</b> . . . . .	<b>35,171,383</b>	<b>37,296,465</b>

The following table sets forth, for the periods indicated, selected items from our unaudited consolidated statement of cash flows.

	<b>For the three months ended 31 March</b>	
	<b>2021</b>	<b>2022</b>
	<b>(in RMB millions)</b>	
Net cash flows from operating activities . . . . .	612,669	1,207,219
Net cash flows from investing activities . . . . .	(38,230)	(117,119)
Net cash flows from financing activities . . . . .	31,433	13,364
Net increase in cash and cash equivalents . . . . .	605,872	1,103,464
Cash and cash equivalents at beginning of the period . . . . .	1,791,122	1,436,757
Effect of exchange rate changes on cash and cash equivalents . . . . .	(3,534)	(7,518)
Cash and cash equivalents at end of the period . . . . .	<u>2,393,460</u>	<u>2,532,703</u>

The following tables set forth a summary of our key financial and operating indicators for the periods or as at the dates indicated.

	<b>For the three months ended 31 March</b>	
	<b>2021</b>	<b>2022</b>
	<b>(in RMB millions, except percentages)</b>	
<b>Profitability indicators (%)</b>		
Return on average total assets <sup>(1)(2)</sup> . . . . .	1.02	1.01
Net Interest Margin <sup>(2)(3)</sup> . . . . .	2.14	2.10
Return on weighted average equity <sup>(2)(4)</sup> . . . . .	12.65	12.22
Cost-to-income ratio <sup>(5)</sup> . . . . .	19.28	19.15
	<b>As at 31 December 2021</b>	<b>As at 31 March 2022</b>
<b>Asset quality indicators</b>		
NPLs . . . . .	293,429	306,887
NPL ratio <sup>(6)</sup> . . . . .	1.42	1.42
Allowance to NPLs <sup>(7)</sup> . . . . .	205.84	209.91
<b>Capital adequacy indicators of the Group Calculated in accordance with the Capital Regulation promulgated by the former CBRC:</b>		
Net Core Tier 1 Capital . . . . .	2,886,378	2,966,073
Net Tier 1 Capital . . . . .	3,241,364	3,321,161
Net Capital Base . . . . .	3,909,669	4,030,619
Core Tier 1 Capital Adequacy Ratio <sup>(8)</sup> . . . . .	13.31	13.43
Tier 1 Capital Adequacy Ratio <sup>(8)</sup> . . . . .	14.94	15.04
Capital Adequacy Ratio <sup>(8)</sup> . . . . .	18.02	18.25

*Notes:*

- (1) Calculated by dividing annualised net profit by the average balance of total assets at the beginning and at the end of the reporting period.
- (2) Calculated on an annualised basis.
- (3) Calculated by dividing net interest income by the average balance of interest-generating assets.
- (4) Calculated in accordance with the Rules for the Compilation and Submission of Information Disclosure by Companies that Offer Securities to the Public No. 9 – Calculation and Disclosure of Return on Net Assets and Earnings per Share (Revision 2010) issued by the CSRC.
- (5) Calculated by dividing operating expenses (less taxes and surcharges) by operating income.

- (6) Calculated by dividing the balance of NPLs by total balance of loans and advances to customers.
- (7) Calculated by dividing allowance for impairment losses on loans by total balance of NPLs.
- (8) Calculated in accordance with the Capital Regulation.

For the three months ended 31 March 2022, net profit amounted to RMB91,129 million, representing an increase of 5.60 per cent. compared with the same period of 2021. Annualised return on average total assets was 1.01 per cent. Annualised return on weighted average equity was 12.22 per cent.

For the three months ended 31 March 2022, operating income amounted to RMB226,858 million, representing an increase of 5.95 per cent. compared with the same period of 2021. Net interest income was RMB177,281 million, representing an increase of 6.41 per cent. compared with the same period of 2021. Annualised net interest margin stood at 2.10 per cent. Non-interest income reported RMB49,577 million, representing an increase of 4.33 per cent. compared with the same period of 2021, of which net fee and commission income was RMB41,668 million, representing an increase of 1.22 per cent. compared with the same period of 2021. Operating expenses (excluding taxes and surcharges) were RMB43,438 million, representing an increase of 5.19 per cent. compared with the same period of 2021. Cost-to-income ratio was 19.15 per cent.

As at 31 March 2022, total assets amounted to RMB37,296,465 million, representing an increase of RMB2,125,082 million or 6.04 per cent. over the end of 2021. Total loans and advances to customers (excluding accrued interest) amounted to RMB21,602,921 million, representing an increase of RMB935,676 million or 4.53 per cent. over the end of 2021, of which RMB loans of domestic branches grew by RMB926,305 million or 4.89 per cent. In terms of the structure, corporate loans were RMB12,936,622 million, personal loans were RMB8,065,555 million and discounted bills were RMB600,744 million. Investments reached RMB9,536,175 million, representing an increase of RMB278,415 million or 3.01 per cent. over the end of 2021.

As at 31 March 2022, total liabilities amounted to RMB33,941,551 million, representing an increase of RMB2,045,426 million or 6.41 per cent. over the end of 2021. Due to customers amounted to RMB27,972,681 million, representing an increase of RMB1,530,907 million or 5.79 per cent. over the end of 2021. In terms of the structure, time deposits were RMB14,345,448 million, demand deposits were RMB13,064,775 million, other deposits were RMB183,817 million and accrued interest was RMB378,641 million.

As at 31 March 2022, shareholders' equity amounted to RMB3,354,914 million, representing an increase of RMB79,656 million or 2.43 per cent. over the end of 2021.

According to the five-category classification of loans, as at 31 March 2022, the balance of NPLs amounted to RMB306,887 million, representing an increase of RMB13,458 million over the end of 2021. The NPL ratio was 1.42 per cent., same as the end of 2021. The allowance to NPL ratio stood at 209.91 per cent., representing an increase of 4.07 percentage points over the end of 2021.

As at 31 March 2022, the core tier 1 capital adequacy ratio was 13.43 per cent., the tier 1 capital adequacy ratio was 15.04 per cent. and the capital adequacy ratio was 18.25 per cent. (calculated in accordance with the Capital Regulation), all meeting regulatory requirements.

Neither the Arranger, the Dealer, or any Agent or any director, officer, employee, agent or affiliate of any such person makes any representation or warranty, express or implied, regarding the sufficiency of the Group's 2022 First Quarterly Results for an assessment of, and potential investors must exercise caution when using such data to evaluate the financial condition and results of operations of the Group. In addition, the Group's 2022 First Quarterly Results should not be taken as an indication of the expected financial condition or results of operations of the Group for the full financial year ending 31 December 2022.

## **ISSUANCE PROGRESS OF TIER 2 CAPITAL BONDS**

The Bank considered and approved the proposal on the issuance of eligible tier 2 capital instruments with a write-off feature in domestic and offshore markets of an amount not more than RMB190 billion or an equivalent value in foreign currency at its 2020 annual general meeting held on 21 June 2021. In December 2021, the Bank received CBIRC approval for this issuance and was granted to issue no more than RMB190 billion tier 2 capital bonds in China's national inter-bank bond market.

Following receipt of CBIRC approval, the Bank issued RMB60 billion tier 2 capital bonds in China's national interbank bond market in December 2021. The proceeds from this issuance will be used to replenish the Bank's tier 2 capital in accordance with the applicable laws and the approvals by the regulatory authorities.

In January and April 2022, the Bank issued two tranches of tier 2 capital bonds of RMB40 billion and RMB50 billion in China's national interbank bond market, respectively. The proceeds from these issuances will be used to replenish the Bank's tier-2 capital in accordance with the applicable laws and the approvals by the regulatory authorities.

The meeting of the board of directors of the Bank held on 29 October 2021 considered and approved an additional proposal on the issuance of eligible tier 2 capital instruments with a write-off feature in domestic and offshore markets of an amount not more than RMB200 billion or an equivalent value in foreign currency. The proposal was considered and approved at the Bank's second extraordinary general meeting of 2021 on 25 November 2021. The actual issuance of the tier 2 capital instruments of the Bank under this proposal is subject to further approvals from other relevant regulatory authorities as well as market conditions.

## **COVID-19 IMPACT AND RESPONSE**

In 2020, the global economy was largely impacted by the COVID-19 pandemic. In order to overcome the impact of the COVID-19 pandemic and changes to the external environment on our businesses and help our clients and the society to overcome such difficult times together, we have put in place a number of methods.

In 2020, we actively implemented the fee reduction and profit concession policies, increased the support of financial services for the real economy, strengthened risk prevention and control in order to maintain prudential operation and development of our businesses.

We also timely adjusted our credit strategy to support the development of the real economy and meet the funding demands for prevention and control of the COVID-19 pandemic, resumption of work and production, emergency loans and deferral of repayment of principal and interest which helped enterprises affected by the COVID-19 pandemic to relieve some of their temporary operational difficulties.

In responses to the COVID-19 pandemic, we actively provided our customers with more digital and contactless customer services. Our offline intelligent self-service channels can now be used to handle 299 types of personal and corporate services, including more than 130 "medialess" services, covering most services that are frequently used by our customers.

In addition, we actively invested in bonds issued by issuers from areas affected by the COVID-19 pandemic and bonds whose proceeds will be mainly used for COVID-19 pandemic prevention and control, in order to provide strong financing support for the COVID-19 pandemic prevention and control.

Although China has managed to control the COVID-19 pandemic effectively, in 2021, the control and vaccination against COVID-19 remained the major factors affecting economic recovery across the world. In 2022, we will continue to closely monitor the evolving situation of COVID-19, evaluate and proactively assess and respond to its impact on our financial position and operating results.

For further information, please refer to the following risk factors in the section "*Risk Factors – Risks Relating to Our Loans, Deposits and Investments – Our business is inherently subject to market fluctuations and general economic conditions, particularly in the PRC.*" and "*Risk Factors – Risks Relating to the PRC – Any future occurrence of natural disasters or outbreaks of contagious diseases in the PRC may have a material adverse effect on our business, financial condition and results of operations*" of this Drawdown Offering Circular.

## **RETIREMENT OF NON-EXECUTIVE DIRECTOR**

Mr. Zheng Fuqing has ceased to act as non-executive director of the Bank and member of the Strategy Committee, the Risk Management Committee and the US Risk Committee of the Board of Directors of the Bank due to expiration of his term of office on 4 January 2022.



## **APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The meeting of the board of directors of the Bank held on 27 August 2021 considered and approved the proposal on nomination of Mr. Dong Yang as candidate of non-executive director of the Bank. Mr. Dong was recommended by Huijin. Mr. Dong was elected as non-executive director of the Bank at the second extraordinary general meeting of 2021 of the Bank held on 25 November 2021, and his qualification was approved by CBIRC in January 2022. The appointment of Mr. Dong Yang as non-executive director of the Bank has become effective.

## **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Nout Wellink has ceased to act as independent non-executive director of the Bank, chairman and member of the Compensation Committee, and member of the Strategy Committee, the Corporate Social Responsibility and Consumer Protection Committee, the Audit Committee and the Related Party Transactions Control Committee of the Board of Directors of the Bank due to expiration of his term of office.

## **RETIREMENT OF SHAREHOLDER SUPERVISOR**

Mr. Zhang Wei ceased to act as shareholder supervisor of the Bank for the reason of his age on 21 April 2022.

## **NOMINATION OF CANDIDATES FOR INDEPENDENT DIRECTORS**

On 29 April 2022, the Board resolved to nominate Mr. Norman Chan Tak Lam as independent non-executive director of the Bank. The election of Mr. Norman Chan Tak Lam as independent non-executive director of the Bank is subject to consideration and approval of the general meeting of shareholders of the Bank after the Shanghai Stock Exchange reviews his qualification and confirms that it has no objection, and is subject to the approval of CBIRC. The term of office of Mr. Norman Chan Tak Lam as independent non-executive director of the Bank will take effect on the date when the approval from the CBIRC is obtained.

Mr. Chan currently serves as Chairman of the Board of Directors of RD Wallet Technologies Limited, Chairman of the Board of Directors of RD ezLink Limited, Senior Adviser of the Hong Kong Academy of Finance and Chairman of the Board of Trustees of Chung Chi College of The Chinese University of Hong Kong. He previously served as Chief Executive of the Hong Kong Monetary Authority, Deputy Director of the Office of the Exchange Fund of Hong Kong, Director of the Chief Executive's Office of the Hong Kong Special Administrative Region Government and Vice Chairman, Asia of Standard Chartered Bank. Mr. Chan obtained a Bachelor's degree in Social Sciences from The Chinese University of Hong Kong in 1976, an Honorary Fellowship from The Chinese University of Hong Kong in 2003, an Honorary Doctorate of Business Administration from City University of Hong Kong in 2020 and an Honorary Doctorate of Business Administration from Lingnan University in 2021. Mr. Chan was awarded the Silver Bauhinia Star by the Hong Kong Special Administrative Region in 1999 and the Gold Bauhinia Star by the Hong Kong Special Administrative Region in 2012. He was appointed as a Fellow of The Hong Kong Institute of Bankers in 2012. He was awarded the IFTA FinTech Achievement Award in 2020, the Leadership Lifetime Achievement Award by The Asian Banker in 2021 and was appointed as Honorary Advisory President by The Hong Kong Institute of Bankers in 2022.

The term of office of Mr. Fred Zulu Hu as independent non-executive director of the Bank expired in April 2022. On 29 April 2022, the Board resolved to nominate Mr. Fred Zulu Hu as candidate for re-election as independent non-executive director of the Bank, and that Mr. Fred Zulu Hu shall retain his previous posts as chairman and member of the Nomination Committee and member of the Strategy Committee and the Audit Committee, after the general meeting of shareholders of the Bank approves his re-election. The appointment of Mr. Fred Zulu Hu as independent non-executive director of the Bank is subject to the consideration and approval at the general meeting of shareholders of the Bank after the Shanghai Stock Exchange reviews his qualification and confirms that it has no objection. The new term of office of Mr. Fred Zulu Hu as independent non-executive director of the Bank will commence on the date when such approval from the general meeting of shareholders has been obtained.

## **CHANGES IN CHAIRMAN AND MEMBER OF THE COMPENSATION COMMITTEE**

On 29 April 2022, the Board resolved to make the following changes to the chairman and member of the Compensation Committee: (1) Mr. Shen Si is appointed as chairman of the Compensation Committee; and (2) Mr. Fred Zulu Hu is appointed as member of the Compensation Committee. The changes in chairman and member of the Compensation Committee have become effective.

## **APPOINTMENT OF EXTERNAL SUPERVISOR**

On 29 April 2022, the board of supervisors resolved to nominate Mr. Liu Lanbiao as candidate of external supervisor of the Bank. The appointment of Mr. Liu Lanbiao as candidate of external supervisor of the Bank is subject to consideration and approval of the general meeting of shareholders.

### **Liu Lanbiao, External Supervisor**

Mr. Liu is currently a Vice Dean of the School of Finance of Nankai University, Member of the Branch Party Committee, professor, doctoral supervisor of the School of Finance of Nankai University, a co-advisor at postdoctoral research station of Nankai University, Director of the Northeast Asia Financial Cooperation Research Center of Nankai University and Government Debt Management Research Center of the School of Finance of Nankai University. Mr. Liu has long been engaged in research in areas such as commercial bank management, monetary economics, systemic financial risk management, local government debt management, financial technology and international financial cooperation. Mr. Liu was a Vice Dean of the Institute of State Economy of Nankai University and External Supervisor of Liaoshen Bank Co., Ltd. At present, Mr. Liu is concurrently an Expert at the MOF Financial Risk Research Center, Government Debt Expert Consultant at the MOF Debt Research and Assessment Center, Member of the China Financial Standardization Technical Committee, Deputy Director of the Asia-Pacific Profession Committee at the Chinese Social and Economic Systems Analysis Research Association, Independent Director of NYOCOR Co., Ltd, Chief Expert for the key special programme “Research on the Prevention and Management of China’s Debt Crisis and Effective Mitigation Measures” under the National Social Science Fund of China. Mr. Liu graduated from Nankai University with a Doctorate degree in Economics.

## FUNDING AND CAPITAL ADEQUACY

### FUNDING

Our funding operations are designed to ensure stability of funding, minimise funding costs and effectively manage liquidity. Although customer deposits have always been our main source of funding, we aim to maintain a diversified funding base. Our funding is primarily derived from deposits placed with us by our corporate and personal customers. We also derive funding from shareholders' equity, debt instrument issuances and inter-bank borrowings. We raise foreign currency from customers' foreign currency deposits and occasionally from debt instruments and from borrowings with counterparties.

The following table gives a breakdown of our customer deposits (on a consolidated basis) by remaining maturity for the years ended 31 December 2019, 2020 and 2021.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
	(in RMB millions, except for percentages)					
Overdue/repayable on demand . . . . .	12,461,763	54.2	13,499,762	53.7	13,002,739	49.2
Less than 1 month . . . . .	1,063,032	4.6	1,233,220	4.9	1,546,301	5.8
1 to 3 months . . . . .	1,581,922	6.9	1,336,721	5.3	1,491,308	5.6
3 months to 1 year . . . . .	4,725,038	20.6	3,849,682	15.3	4,409,851	16.7
1 to 5 years . . . . .	3,121,105	13.6	5,194,433	20.7	5,972,715	22.6
More than 5 years . . . . .	24,795	0.1	20,908	0.1	18,860	0.1
<b>Total . . . . .</b>	<b>22,977,655</b>	<b>100.0</b>	<b>25,134,726</b>	<b>100.0</b>	<b>26,441,774</b>	<b>100.0</b>

### CAPITAL ADEQUACY

We further deepened the capital management reform, strengthened capital saving and optimisation, intensified the constraint of economic capital on risk-weighted assets and continued to elevate the capital use efficiency. On the basis of capital replenishment by retained profits, we proactively expanded the channels for external capital replenishment and continuously promoted the innovation of capital instruments to reinforce the capital strength, optimise capital structure and control the cost of capital rationally.

The following table sets forth our capital and capital adequacy ratios as at the dates indicated below, calculated in accordance with the Capital Regulation.

Item	As at 31 December					
	2019		2020		2021	
	Group	Parent Company	Group	Parent Company	Group	Parent Company
	(in RMB millions, except for percentages)					
Net core tier 1 capital . . .	2,457,274	2,222,316	2,653,002	2,404,030	2,886,378	2,614,392
Net tier 1 capital . . . . .	2,657,523	2,403,000	2,872,792	2,605,594	3,241,364	2,944,636
Net capital base . . . . .	3,121,479	2,852,663	3,396,186	3,114,878	3,909,669	3,600,883
Core tier 1 capital adequacy ratio . . . . .	13.20	13.29	13.18	13.14	13.31	13.29
Tier 1 capital adequacy ratio . . . . .	14.27	14.37	14.28	14.24	14.94	14.97
Capital adequacy ratio . . .	16.77	17.06	16.88	17.02	18.02	18.30

As at 31 December 2021, the core tier 1 capital adequacy ratio, tier 1 capital adequacy ratio and capital adequacy ratio (in each case, for the Group) calculated by us in accordance with the Capital Regulation stood at 13.31 per cent., 14.94 per cent. and 18.02 per cent., respectively, all complying with regulatory requirements.

The following tables set forth the information relating to the Group's capital adequacy as at the dates indicated below, calculated in accordance with the Capital Regulation.

	<b>As at 31 December</b>		
	<b>2019</b>	<b>2020</b>	<b>2021</b>
	<b>(in RMB millions, except for percentages)</b>		
<b>Core tier 1 capital</b> . . . . .	2,472,774	2,669,055	2,903,516
Paid-in capital . . . . .	356,407	356,407	356,407
Valid portion of capital reserve . . . . .	149,067	148,534	148,597
Surplus reserve . . . . .	292,149	322,692	356,849
General reserve . . . . .	304,876	339,486	438,640
Retained profits . . . . .	1,367,180	1,508,562	1,618,142
Valid portion of minority interests . . . . .	4,178	3,552	3,539
Others . . . . .	(1,083)	(10,178)	(18,658)
<b>Core tier 1 capital deductions</b> . . . . .	15,500	16,053	17,138
Goodwill . . . . .	9,038	8,107	7,691
Other intangible assets other than land use rights . . . . .	2,933	4,582	5,669
Cash flow hedge reserve that relates to the hedging of items that are not fair valued on the balance sheet . . . . .	(4,451)	(4,616)	(4,202)
Investment in core tier 1 capital instruments issued by financial institutions that are under control but not subject to consolidation . . . . .	7,980	7,980	7,980
<b>Net core tier 1 capital</b> . . . . .	2,457,274	2,653,002	2,886,378
<b>Additional tier 1 capital</b> . . . . .	200,249	219,790	354,986
Additional tier 1 capital instruments and related premiums . . . . .	199,456	219,143	354,331
Valid portion of minority interests . . . . .	793	647	655
<b>Net Tier 1 Capital</b> . . . . .	2,657,523	2,872,792	3,241,364
<b>Tier 2 Capital</b> . . . . .	463,956	523,394	668,305
Valid portion of tier 2 capital instruments and related premiums . . . . .	272,680	351,568	418,415
Surplus provision for loan impairment . . . . .	189,569	170,712	248,774
Valid portion of minority interests . . . . .	1,707	1,114	1,116
<b>Net capital base</b> . . . . .	3,121,479	3,396,186	3,909,669
<b>Risk-weighted assets<sup>(1)</sup></b> . . . . .	18,616,886	20,124,139	21,690,349
<b>Core tier 1 capital adequacy ratio (%)</b> . . . . .	13.20	13.18	13.31
<b>Tier 1 capital adequacy ratio (%)</b> . . . . .	14.27	14.28	14.94
<b>Capital adequacy ratio (%)</b> . . . . .	16.77	16.88	18.02

Note:

(1) Refers to risk-weighted assets after the capital floor and adjustments.

As at 31 December 2021, we are subject an additional G-SIB buffer requirement of 1.5 per cent. As at 31 December 2021, our core tier 1 capital adequacy ratio, tier 1 capital adequacy ratio and capital adequacy ratio (in each case, for the Group) were 13.31 per cent., 14.94 per cent. and 18.02 per cent., respectively, which are above the minimum requirement with safety margins. Accordingly, we have no need to raise more capital to qualify as a G-SIB.

## **Capital Financing Management**

We actively carried out external capital replenishment and promoted the issuance of new capital instruments on the basis of achieving replenishment by retained profits.

In July 2019, we innovatively and publicly issued the undated additional tier 1 capital bonds of RMB80.0 billion with an interest of 4.45 per cent. in China's national interbank bond market. We made a non-public issuance of 700 million domestic preference shares in September 2019 with an initial interest of 4.2 per cent. and raised a total of RMB70.0 billion funds. In terms of tier 2 capital, we issued in a total of RMB110 billion of tier 2 capital bonds in China's national interbank bond market in March and April 2019.

In September 2020, we made a non-public issuance of 145 million USD-denominated non-cumulative perpetual offshore preference shares with an initial interest of 3.58 per cent. and raised a total of U.S.\$2.9 billion. In September and November 2020, we issued tier 2 capital bonds of RMB60 billion and RMB40 billion in China's national interbank bond market respectively.

In January 2021, we issued RMB30 billion tier-2 capital bonds in China's national interbank bond market. We issued two tranches of undated additional tier 1 capital bonds of RMB70.0 billion and RMB30.0 billion in China's national interbank bond market in June and November 2021 respectively, and one tranche of undated additional tier 1 capital bonds of U.S.\$6.16 billion in the offshore market in September 2021. In 2021, we also received the approvals from the CBIRC and the PBOC respectively, for us to publicly issue tier 2 capital bonds of no more than RMB190.0 billion in China's national inter-bank bond market. In December 2021, we issued tier 2 capital bonds of RMB60.0 billion in the national inter-bank bond market.

In January and April 2022, we further issued two tranches of tier 2 capital bonds of RMB40.0 billion and RMB50.0 billion in the national inter-bank bond market, respectively.

## **Allocation and Management of Economic Capital**

Our economic capital management includes three major aspects: measurement, allocation and application. Economic capital indicators include Economic Capital (EC), Risk-Adjusted Return on Capital (RAROC) and Economic Value-added (EVA). All of the above are applied in credit resource allocation, quota management, performance assessment, expenditure allocation, product pricing and customer management, etc.

In recent years, we further strengthened our economic capital management in terms of measurement, allocation and assessment, improved our economic capital measurement policy and optimised our economic capital measurement standards and system. We strictly implemented the measures for quota management, continuously boosted the refined management of economic capital and reinforced the capital constraint on domestic branches, profitability units, overseas institutions and subsidiaries. Moreover, we upgraded the economic capital measurement and appraisal policy of credit business and proactively facilitated the adjustment of our credit structure. We strengthened training on economic capital management for institutions at all levels and vigorously pushed forward operational management and business front-line application of economic capital.

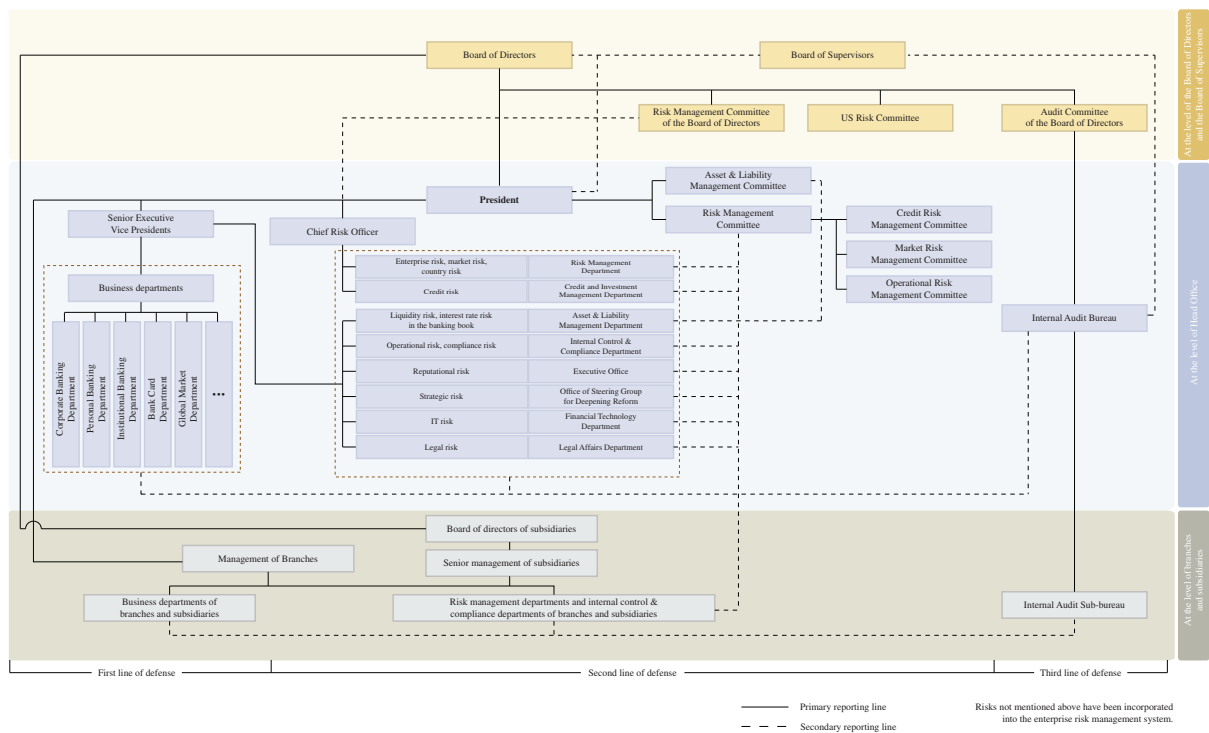
# RISK MANAGEMENT

## ENTERPRISE RISK MANAGEMENT SYSTEM

As a commercial bank, we are subject to a number of risks, primarily including credit risk, market risk, operational risk, liquidity risk and compliance risk. In order to manage these risks, we have established an enterprise risk management system, a process whereby the Board, senior management and other employees perform their respective duties and responsibilities to take effective control of different types of risks at various business levels in order to provide a reasonable guarantee of the achievement of our risk management objectives. Our risk management principles include, among others, the matching of risk with return, internal checks and balances with consideration as to efficiency, risk diversification, quantitative and qualitative analysis, dynamic adaptability adjustments and gradual improvement.

We promote the consistency and standardisation of our risk management policies, processes, models, methods and systems. Our head office guides, manages and controls the business activities of our branches through delegation and credit extension, risk limits and other risk control instruments. Our organisational structure for risk management comprises, among others, the Board and its special committees, our senior management and its special committees, our risk management department and our internal audit department.

Our risk management organisational structure is illustrated below.





The Board is responsible for the establishment and implementation of an effective internal control system for us to ensure that we operate within applicable legal and regulatory frameworks. Our senior management is responsible for implementing risk management strategies formulated by the Board, formulating risk management procedures and processes, managing risks associated with our various business lines and ensuring the various parameters are in line with our risk preference. Our chief risk officer assists our president in overseeing our risk management and making related decisions. The risk management committee of the Board is primarily responsible for reviewing and revising our risk management strategies, policies, procedures and internal control processes as well as the supervision and evaluation of risk management related work performed by our senior management and risk management departments. We have clarified the responsibilities of the respective risk management departments. In line with our risk management strategy, each of the various business departments, risk management departments, internal control departments and internal audit department performs their respective risk management responsibilities.

## **ACHIEVEMENTS IN RISK MANAGEMENT IN RECENT YEARS**

Since our initial public offering in 2006, we have actively responded to the challenges posed by various uncertain factors and risks by enhancing corporate governance and improving internal control. We have continued to improve our enterprise risk management system, strengthened the overall construction of enterprise risk management policies, developed and completed templates for risk evaluation, gradually established an industry-leading risk information system and built up an enterprise risk management system with unique characteristics, which we continue to improve and refine.

In recent years, we have achieved a series of satisfactory results in risk management. Our achievements can be summarised as “full process, full coverage, new standards and new technologies”. In particular, we have implemented risk management throughout the entire process of risk identification, measurement, control, monitoring, evaluation and reporting covering entities from the Group level to all overseas branches and all business operations.

We have taken the initiative in the PRC in developing and researching methods and systems of measuring various risks pursuant to the new capital regulatory standards and have been maintaining a leading position in the domestic industry. We have established an industry-leading information technology support system with the capability to cover comprehensively the entire risk management process, in order to provide technical support for risk management.

Over the past few years, we have taken the following initiatives to strengthen our risk management systems:

- we further improved the enterprise risk management system, continuously upgraded risk management technologies and methods, enhanced the capacity of risk pre-judgment and dynamic control, strengthened risk data governance, and upgraded risk management technologies and methods, so as to make the enterprise risk management more forward-looking and effective;
- we further improved the enterprise risk management system, enhanced risk appetite transmission and limit management and control, intensified the capability of risk response and crisis management and enhanced effective reporting according to the latest regulatory requirements;
- we enhanced the Group’s foundation for consolidated risk management, boosted business penetration of non-banking subsidiaries, and strengthened regional risk management of overseas institutions;
- we enhanced our capacity of managing cross risks, strengthened risk management and control of cooperative institutions, and promoted the application of the Group’s investment and financing risk monitoring platform to achieve risk data integration involving different risks, markets, institutions and products;
- we actively advanced FinTech application such as big data, developed an intelligent risk monitoring system and enterprise-level anti-fraud platform, and continued to upgrade risk measurement models for better application;

- we also promoted the implementation of the latest international and domestic regulatory requirements, improved the basic policies for enterprise risk management and better managed related work of G-SIB;
- we strengthened consolidated risk management in the Group, intensified the management of risk limits for non-banking subsidiaries, and organised the risk assessment of the subsidiaries;
- we advanced country risk management by strengthening monitoring analysis, reporting and limit management, and enhanced sovereign risk control capability;
- we reinforced the management of the Group’s market risk, strengthened the market risk management of overseas institutions and continued perfecting our product control; and
- we further implemented the advanced capital management approaches and continued to refine the measurement system concerning credit risk, market risk and operational risk and strengthen the monitoring, improvement, validation and management application of the risk measurement system.

Our ongoing efforts in risk management in recent years have achieved positive results. In recent years, we have maintained stable assets quality. As at 31 December 2019, 2020 and 2021, our NPL ratios were 1.43 per cent., 1.58 per cent. and 1.42 per cent., respectively.

In 2021, we adhered to the risk management path of “active prevention, smart control and comprehensive management”, promoted the implementation of key measures for “management of personnel, assets, defense lines and bottom lines” and improved enterprise risk management results. We developed and implemented a three-year plan for risk management, perfected the risk management system, reinforced three lines of defense for risk management, and carried out risk management responsibilities. We strengthened risk appetite and limit management, intensified risk monitoring and early warning, and made risk prevention and control more proactive and foresighted. Relying on intelligent platforms such as ICBC e Shield, we accelerated the digital and intelligent transformation of risk management. We strengthened risk management in emerging fields, incorporated climate risk into the enterprise risk management system, established a climate risk governance framework, stepped up climate risk identification and management, and carried out climate risk stress testing.

## **IMPLEMENTATION OF NEW CAPITAL MANAGEMENT RULES**

In June 2012, the CBRC issued the Capital Regulation, which set out stricter requirements on capital management of commercial banks. In order to implement the relevant requirements of the CBIRC, we continue to promote the adoption of advanced capital management methods. We have preliminarily established an internal capital adequacy assessment system and regularly published capital adequacy ratio reports for 2019, 2020 and 2021 in accordance with the Capital Regulation.

### **Continuously promoted the adoption of advanced capital management methods**

In recent years, we have been preparing for the implementation of the advanced capital management methods. We have improved data quality management, optimised our risk measurement model, upgraded our information technology systems and extended their coverage abroad, expanded the application of risk measurement results and further increased our risk management capability. See “*Risk Management – Credit Risk*”, “*Risk Management – Market Risk*”, and “*Risk Management – Operational Risk*” for further details regarding the measures we have adopted for credit risk, market risk, and operational risk.

Pursuant to the implementation of the advanced capital management approaches, as approved by the CBRC, we adopted the preliminary internal ratings-based approach for corporate credit risks, the internal ratings-based approach for retail credit risks, the internal model approach for market risks and the standardised approach for operational risks meeting regulatory requirements.

## **Preliminarily established an internal capital adequacy assessment system**

We preliminarily established an assessment system for internal capital adequacy, comprising, among others, substantial risk assessment, capital adequacy forecasting and integrated stress testing. The substantial risk assessment system was able to assess the substantial risks to which we are subject. In addition, it can conduct comprehensive analyses of the risk level and management of various kinds of substantial risks. The capital adequacy forecast system can predict changes in various types of risk-weighted assets and capital based on our business and financial plans, so as to predict the capital adequacy level in following years. The integrated stress testing system can set stress scenarios reflecting the business operation, the assets and liabilities portfolio and our risk features based on the analyses of the macroeconomic trend in the future. Thereafter, it can conduct sensitivity analysis on various parameters (including the capital adequacy ratio) of us under each stress scenario.

## **Publication of the Capital Adequacy Ratio Report**

In accordance with the Capital Regulation, we published our 2019, 2020 and 2021 capital adequacy ratio reports, which set out detailed disclosure of, among others, capital composition, measurement of risk-weighted assets, internal capital adequacy assessment, capital planning and capital adequacy management plans.

## **CREDIT RISK**

### **Overview**

Credit risk is the risk where loss is caused to the banking business when the borrower or counterparty fails to meet its contractual obligations. Our credit risks mainly originate from loans, treasury operations (including deposits with banks and other financial institutions, placements with banks and other financial institutions, reverse repurchase agreements, corporate bonds and financial bonds investment), receivables and off-balance sheet credit business (including guarantees, commitments and financial derivatives trading).

We strictly adhere to regulatory requirements regarding credit risk management, diligently fulfil established strategies and objectives under the leadership of the Board and the senior management and implement an independent, centralised and vertical credit risk management mode. The Board assumes the ultimate responsibility for the effectiveness of credit risk management. The senior management is responsible for executing the strategies, overall policy and system regarding credit risk management approved by the Board. The Credit Risk Management Committee of the senior management is our reviewing and decision-making organ in respect of credit risk management, is responsible for reviewing material and important affairs of credit risk management and performs its duty in accordance with the Charters of the Credit Risk Management Committee. The credit and investment management departments at different levels undertake the responsibility of coordinating credit risk management at respective levels, and the business departments implement credit risk management policies and standards for their respective business areas in accordance with their functions.

According to the regulatory requirement on loan risk classification, we implemented five-category classification management in relation to loan quality and classified loans into five categories: pass, special mention, substandard, doubtful and loss, based on the possibility of collecting the principal and interest of loans. In order to implement sophisticated management of credit asset quality and improve risk management, we implemented the twelve-category internal classification system for corporate loans. We applied five-category classification management to personal credit assets and ascertained the category of the loans based on the number of months in default, expected loss ratio, credit rating, collateral and other quantitative and qualitative factors.

We accurately grasped the layout and direction of investment and financing business and strengthened credit risk management. We continued to strengthen the construction of credit policy system, optimised credit product rules, and continuously consolidated the foundation of non-standard agency investment policies. We highlighted support for key industries, key regions, key customers, key projects and other “four key and one major” quality credit markets. We actively supported the consumption upgrading service sectors such as “New infrastructure, New urbanization initiatives and Major projects”, high-quality development of manufacturing industry, medical care, education and senior care. We provided key support for strategic emerging industries, inclusive finance, green finance, rural revitalization, etc. We actively implemented the development strategies of five key regions (namely, Beijing-Tianjin-Hebei region, Yangtze River Delta, Guangdong-Hong Kong-Macao Greater Bay Area, central China and Chengdu-Chongqing economic circle), kept improving differentiated region credit policies, and actively supported the financing needs of relevant industries boosting domestic and international circulations and improving

the global supply chain in the Chinese market. We constantly promoted “mobile, digital, intelligent and specialised” credit risk management of personal loans, continued to strengthen the application of “smart brain” to empower personal loan credit risk management, improved the comprehensive risk monitoring system of personal loans, enhanced the credit risk management capability of key business links, and stepped up efforts in the risk prevention and control of important risk points such as customer access and mortgage projects.

We imposed stringent control over risks in fields of local government debt, real estate, high polluting, high energy-consuming industries, etc. We strictly implemented the national laws and regulations and regulatory policies on local debt management and financing platforms, continued with credit access management and monitoring, firmly held the bottom line for regional systemic risks, and actively studied and prevented operation risks in commercial construction. We steadily cooperated with local governments and financing platform companies to resolve the risks in existing financing due, and devoted great efforts in debt risk mitigation and financing monitoring & analysis. We strictly implemented the national policy guidance for real estate, steadily carried out the prudential management requirements for real estate, continued to implement limit management for commercial real estate investment and financing, paid close attention to the changes of real estate market risks in various regions, strictly guarded against the risks of real estate group customers engaging high leverage expansion, and improved refined management. We implemented the concept of green development, further strengthened the investment and financing control over the high polluting, high energy-consuming industries, and strengthened the adjustment of investment and financing structure and risk prevention & control in a forward-looking manner, to promote the “low-carbon transformation” of high-carbon industries.

### **Credit Risk Management for Corporate Loans**

A customer must have a credit line with us to be eligible for an individual loan application. Each new corporate loan customer must first be assigned with a credit rating before being considered for a total credit line. Our corporate relationship managers conduct an initial investigation and evaluation of each new customer, which is primarily focused on the customer’s operating conditions, financial condition and credit situation (as well as the guarantor and collaterals if there is a security package). As part of their investigation, our corporate relationship managers rely on our client information integration solution (“CIIS”) system to screen out applicants with bad credit history. For new customers, the credit rating and credit line applications are processed at the same time as the individual loan applications and the initial investigations.

#### ***Customer Credit Line Approval***

The total credit line that we grant to a customer is determined by taking into account its credit rating and conducting a comprehensive analysis and evaluation of the customer’s credit history and financing needs. Our head office and branches may approve credit line applications within their specific authorisation limits. When a credit line application report is received from our loan origination personnel, a primary reviewer is appointed to assess the application in accordance with our internal policies and procedures. If the credit line is within the authorisation limits of the originating branch, the primary reviewer then presents his findings and recommendations to the credit approval committee of that branch for further review. Credit line applications that exceed the authorisation limits of the originating branch must be submitted to a higher tier branch or head office, as applicable, for the requisite authorisations. In addition, the preliminary decision by the relevant committee at our head office or branches must be further approved by an authorised loan approval officer who is typically a senior manager at our head office or branches.

#### ***Individual Loan Approval and Management***

##### ***Initial Loan Evaluation***

When a customer applies for a new loan, our initial evaluation generally consists of (i) assessing recent developments relating to the customer’s financial condition and credit history; (ii) reviewing the planned use of proceeds; (iii) assessing the reliability of the primary source of repayment for the loans; (iv) evaluating the collateral or reviewing the financial conditions of the guarantor, if any; and (v) assessing the overall credit risk and potential financial returns associated with the loan.

##### ***Loan Review and Approval***

***Individual Loan Approval.*** When a corporate relationship manager recommends a loan for approval, he or she will submit the loan application package, which includes an evaluation report, to a reviewer in the relevant credit approval department for review. If the loan will be collateralised, there will be a separate evaluation of the underlying collateral. Based on an examination of the loan application package, the reviewer will prepare a report that includes his or her findings and recommendation to that branch’s credit approval committee.

*Project Evaluation.* In reviewing applications for medium or long-term loans to fund major projects, such as acquisitions of fixed assets, expansion of production capacity, infrastructure development and property development, a loan assessment team will be formed to evaluate the underlying project. We assess the borrowers, the co-investors in the underlying projects and the underlying projects themselves, taking into account factors such as the anticipated cash flows of the projects, the perceived repayment ability of the borrowers and other credit risks related to the relevant loans. We may seek professional advice from external parties in the course of conducting such project evaluations depending on the circumstances.

*Collateral Appraisal.* In principle, we conduct valuation assessments for secured loans that have specific collaterals. Afterwards, we enter into the loan approval process, conduct an independent appraisal of the collateral and approve the loan based on our appraisal. The credit approval department is responsible for arranging the collateral appraisal process.

We require all the collateral to be re-appraised on a regular basis. We utilise an appraisal management information system that allows us to maintain electronic records of titles, external appraisals, physical status and other factors that may affect the value of our collateral.

In respect of third-party guarantees, we evaluate the guarantor’s financial condition, credit history and ability to meet its obligations.

*Fund Disbursement*

After a loan application is conditionally approved, the relevant corporate relationship manager must ensure that all the conditions are satisfied before the loan is extended. Such conditions can include, as applicable, obtaining a guarantee, securing funding for the project, obtaining government approval for the underlying project or inclusion of additional provisions in the loan document, such as financial ratio requirements and restrictions on the borrower’s ability to make dividend distributions. Upon satisfaction of all conditions, an authorised loan officer will execute credit documents with the borrower, and funds are disbursed. Our loan documents are generally based on standard forms and are reviewed by our legal personnel.

**Post-disbursement Management**

*Post-disbursement review*

We conduct post-disbursement monitoring and review, including the monitoring of post-disbursement payment and periodic review, in order to detect potential non-repayment or other risks and to implement preventative measures in order to mitigate default risks or take remedial actions to minimise potential losses. The frequency of post-disbursement review depends on the credit rating of the customers and factors that would affect the customers’ ability to repay the loans.

*Loan Classification*

All PRC commercial banks are required to classify their outstanding loans based on a five-category loan classification system. See “*Assets and Liabilities – Assets – Asset Quality of Our Loan Portfolio*”. We have adopted an internal 12-grade loan classification system, which refines the five-category loan classification system, to classify our corporate loans. We continue to use the five-category loan classification system to classify our discounted bills and off-balance sheet commitments, such as guarantees, for internal purposes.

The following table illustrates our internal 12-grade loan classification system:

Pass				Special Mention			Substandard		Doubtful		Loss
Pass One	Pass Two	Pass Three	Pass Four	Special Mention One	Special Mention Two	Special Mention Three	Substandard One	Substandard Two	Doubtful One	Doubtful Two	Loss

This loan classification system takes into account both quantitative and qualitative factors, including the credit rating of the relevant borrower, the existence of a guarantee and the outstanding period of any overdue payments. The system utilises a quantified scoring model, and preliminary scores are automatically generated by our global credit management system (the “GCMS”). The relevant corporate relationship manager will provide a recommendation for classification based on the preliminary results generated by the system. Our credit management department will review the classification results and provide its views upon review, and the relevant person responsible for the credit management department will finalise, within his or her scope of authority, the classification of the relevant loan upon further examination. We review our loan classification on a monthly basis.



Our internal 12-grade loan classification system is designed to enable us to better monitor changes in our asset quality, to detect potential credit risks and to conduct more effectively post-disbursement management of our loan portfolio. We believe that this system has strengthened our loan monitoring function and improved our overall credit management.

#### *Management of NPLs*

The credit and investment management department at our head office as well as the credit and investment management and risk management department at our branches are primarily responsible for managing our NPLs. When a loan becomes non-performing, the management of the loan is transferred to the relevant credit and investment management department or risk management department. In order to strengthen the management of our NPLs, we optimised our procedures for NPL management. We continue to develop practical and effective measures and methods for recovering or disposing of NPLs.

We manage our NPLs primarily based on the classification of such loans. For sub-standard loans, we focus on monitoring the current assets and cash flows of the borrower, paying particular attention to any major changes in its business. For doubtful loans, we closely monitor the businesses of the borrower and the related guarantor, increase our efforts to examine and preserve the assets of the borrower and actively engage in collecting and recovering these loans. For loss loans, we write off these loans in accordance with the relevant regulatory requirements but continue to seek recovery of the relevant amounts.

To recover NPLs, we generally take, to the extent necessary, the following actions: (i) notification of collection; (ii) cash collection; (iii) restructuring of NPLs; (iv) disposal of collateral or recovery of collateral; (v) collection through legal or arbitration proceedings; (vi) bulk transfer to asset management companies; and (vii) write-offs, once all other collection actions have failed.

To manage better our restructured loans, we have formulated relevant policies that set forth the definitions pertinent to, provisions applicable to and allocation of responsibilities regarding the investigation, approval and post-restructuring management of the restructured loans. Under the relevant management rules, upon its restructuring, a restructured loan may not be initially classified to a category higher than substandard. A restructured loan may not be classified to a category higher than doubtful if, after its restructuring, the restructured loan remains overdue or the borrower remains incapable of repaying the loan. Within the six-month observation period immediately following its restructuring, a restructured loan may not be reclassified to a category higher than the one to which it was initially assigned.

#### **Credit Risk Management for Personal Loans**

In an effort to prevent potential credit risks and improve the efficiency of our personal loan approval, we have established personal loan approval centres at our first tier branches to be responsible for reviewing and approving personal loans within their respective jurisdictions and within the authorised limit. Each step of our personal credit business process is operated through our GCMS.

#### *Credit Origination and Evaluation*

Once a personal loan application is received by the originating branch, our investigator will examine the application materials and investigate the applicant through interviews and site visits. The investigator will also search the databases such as the personal credit information database of the PBOC and our specially designated customer information system for relevant information. The investigator also categorises and scans the application materials and utilises the GCMS to determine the borrower's credit rating, loan application rating, RAROC forecast and pricing valuation. Two officers will be responsible for the investigation. After the investigation, the branch manager will verify the loan application and investigation results in the GCMS and submit the loan application materials to the personal loan approval centre.

#### *Credit Approval*

Upon receiving loan application materials, the relevant personal loan approval centre assigns an officer to conduct further review of the loan application from the perspective of credit policy, regulation and risk management. Furthermore, the officer conducts a comprehensive review of the information contained in the loan application materials to verify whether it is objective and reasonable. If this officer recommends approval of the loan application, the application will be submitted to an authorised reviewer in the personal loan approval centre for final approval. If the amount of the loan exceeds the credit authorisation limit of the originating branch, the application will be forwarded to the higher tier branch with the requisite authority.



### ***Loan Disbursement***

After a loan application is approved and the authorised person has signed and approved the loan disbursement, the designated personnel of the originating branch are responsible for further ensuring that the required guarantee, if any, is provided, that other pre-conditions required for loan disbursement are fulfilled, that the loan agreement and any other documentation is executed and that the funds are disbursed to the borrower.

### ***Post-disbursement Management***

#### *Post-disbursement Monitoring*

We conduct post-disbursement monitoring and review of our personal loans, including the monitoring of post-disbursement payment and periodic review, in order to detect potential non-payment or other risks and to implement preventive measures to reduce default risk and take remedial action to minimise potential losses. The frequency of post-disbursement review depends on the use of proceeds and factors that would affect the customers' ability to repay the loans.

#### *Loan Classification*

We use the five-category loan classification system to classify our personal loans. The GCMS automatically and quantitatively classifies personal loans based on months overdue, cross default and other parameters. Such quantitative classification result will apply directly if it can accurately reflect the quality of assets. If the quantitative classification result appears to be inaccurate based on post-disbursement monitoring, supervision, collection and other review, our first tier and second tier branches are required to initiate qualitative classification analysis procedures.

#### *Collection of NPLs*

Our personal NPLs are managed primarily by the risk management departments at our head office and branches. As part of our efforts to enhance the post-disbursement management of our personal loans, we have implemented standardised rules and procedures for the maintenance and use of our personal credit files and related records.

We have implemented standardised collection, recovery and disposal procedures and measures for our personal NPLs throughout the Bank. When necessary, we initiate legal proceedings to recover NPLs and seek the enforcement of relevant guarantee or insurance obligations.

### **Credit Risk Management for Credit Cards**

We have adopted an applicant scoring mechanism for evaluating and approving our credit card applications, applied the scoring model to credit card approval procedures and set out minimum criteria for application risk control scoring. We have implemented various control strategies, taking into account the risk management capabilities of the institution issuing the credit cards, product feature and actual risk control situation, and we have consistently enhanced the robustness of our internal rating approach in credit card businesses. In evaluating credit card applications, we give full consideration to our CIIS system as well as the credit data provided by the PBOC and those made available by China UnionPay.

Our head office oversees all credit card-related transactions on a Bank-wide basis. We routinely monitor and analyse unusual credit card transactions to reduce credit card fraud and intentional default.

### **Credit Risk Management for Treasury Operations**

Our treasury operations are subject to credit risk as a result of our investment activities and inter-bank lending activities. Our RMB-denominated investment portfolio primarily consists of debt securities issued by the PRC Government and other domestic issuers. The amount of the debt securities of any domestic or foreign entity (except the PRC Government) that we purchase or our interbank lending to any domestic or foreign entity is limited to the total credit lines that we have approved for that entity. Our foreign currency-denominated investment portfolio primarily consists of investment-grade bonds.

## **Achievements in Credit Risk Management in Recent Years**

In recent years, in response to the changes in the macroeconomic environment and financial regulatory requirements, we have endeavoured to drive the real economy by financial services and proactively adjusted and improved various credit policies according to the changes in the economic environment and industrial development trends. We have expedited product innovation, optimised credit business procedures, supported the development of the real economy, made greater efforts in credit restructuring and continued the building of the credit system in the PRC. We strictly controlled our credit risks in certain key areas, strengthened credit limit management by industries, standardised the credit operation process and strengthened the construction of credit risk monitoring, verification and supervision. Furthermore, we achieved centralised monitoring of credit risk for customers, institutions, products and processes of the Group and enhanced risk control and prevention. As a result, our credit risk management has been enhanced.

We have adopted an internal rating system for retail and non-retail businesses to conduct customer rating, pricing, monitoring and analysis and have strengthened our credit risk management on the basis of risk quantification. We implemented comprehensive verification and continuous monitoring mechanism for our internal rating system, established model approval and model risk management mechanism, optimising the customer and debt rating model based on the latest data. We utilised the rating results for pre-lending customer access screening, credit approval, risk limit management and early warning, strengthened our economic capital management via risk quantification and have achieved a balance between risks and returns by adopting the risk adjusted return on capital measurement. Furthermore, we have reinforced our credit card rating management and risk control policy, increased the management requirement of cross-default customers and further enhanced the effectiveness of rating results as a risk management tool.

With the concept of “concentration, integration, sharing and exploration”, we have established a standard credit risk operation and management platform across our Group in accordance with “ONE ICBC” risk management requirements and in order to support our onshore and offshore institutions for asset business operations, risk management, operational decision and on a 24-hour basis and promote the advancement of our risk management system.

We have also improved industry credit policies and enhanced industry risk management. Based on macroeconomic policy, the orientation of industrial policy and the characteristics of industrial operation, we have continuously adjusted and improved the credit policy for each industry and further expanded the coverage of industrial credit policies. We actively supported the advanced manufacturing, modern services and culture industries and strategic emerging sectors, in line with the country’s economic restructuring orientation, and continued to promote the “green credit”. By scientifically navigating the direction of granting credit and structural adjustment, we have implemented strict quota management on industries with over-capacity, differentiate out credit policies, improved credit limit management and operation procedures and enhanced the control and withdrawal mechanism for business with potential risks. Consequently, the financing structure has been improved.

We strengthened risk management of loans to LGFVs. We followed the relevant policies and regulatory requirements of the State Council and CBIRC, strictly controlled new financing for LGFVs, timely adjusted policies on loans to LGFVs and accelerated the rectification and credit enhancement of existing loans to LGFVs to optimise the credit structure of the financial vehicles.

We strengthened risk management of the real estate industry. We made efforts to guarantee public well-being in real estate industry, strengthened real estate classification, and continued to support first-tier and key second-tier cities with strong economic foundation and net inflow of population, and whose real estate markets have medium and long-term development potential. Specifically, we mainly supported ordinary residential commercial housing projects aimed at satisfying rigid demands that are in line with regulatory policies. We proactively and prudently promoted financing for commercial rental housing projects and building government-subsidised housing projects in compliance with laws and regulations, and strictly controlled financing for commercial property development and shantytown renovation projects for commercial use.

We strengthened risk management in relation to trade finance. In light of the complex external environment, we have regulated our level of commodity financing, defined stricter access standards for logistic monitoring enterprises and strengthened the supervision of cooperative institutions. We have explored a work mechanism for supply chain financing on our own initiative, developed our off-site monitoring of trade finance, strengthened trade background authenticity verification and improved our system capability in preventing and combating fraudulent transactions.

We continued to strengthen the building of the credit policy system. We revised the regulations on the uniform risk limit management for investment and financing of corporate customers across the board, and formulated basic provisions, basic procedures, calculation methods and occupation rules concerning uniform investment and financing risk limit management. Further advances have been made in improving the customer-oriented limit management system and strengthening the coordinated management of our overall credit risks.

We emphasised on the leading role of credit policy. We proactively supported infrastructure projects under construction and major projects to strengthen areas of weakness, and prioritised advancing high-quality development of manufacturing. We stepped up efforts to support the financing needs of service industries related to people's livelihood, including healthcare, education, elderly care, tourism and culture, and fully implemented the development strategies for private enterprises and inclusive finance. We enhanced the connection between industrial and regional policies and strived to meet the requirements of China's major regional strategies, with a focus on the investment and financing business development and innovation in key areas such as the Guangdong-Hong Kong-Macau Greater Bay Area, the coordinated development of Beijing-Tianjin-Hebei and the Yangtze River Delta Integration as well as the investment and financing needs of Xiong'an New Area.

We enhanced risk management of personal loans. Focusing on personal loan risk inspection and governance, we studied and analysed the risk of critical loan types and granting loans in critical areas. We conducted inspections on personal loan management system reform and collateral management and continued to examine in-depth personal loans. We strengthened daily monitoring and early warning inspection on personal loan risks, optimised our early warning models, and conducted inspections on false mortgage and risk projects across the board. We intensified efforts to collect and dispose personal NPLs and actively promoted the securitisation of personal NPLs.

We enhanced credit risk management of small and micro enterprises. We proactively applied FinTech to comprehensively integrate data information internally and externally, continued to optimise dynamic model monitoring mechanism, and embedded data models into the risk management process including pre-lending customer access screening, analysis and decision-making in the lending process and post-lending supervision and warning systems, to build an online financing risk management system featuring "data-driven, intelligent warning, dynamic management and continuous operation". Moreover, we strengthened the risk prevention and control responsibilities of special institutions such as inclusive finance departments and small and micro centres at branches and improved the entire risk management system covering customer access and post-lending management, so as to efficiently manage risk.

The risk management process of our credit card business was also enhanced. We continued to improve credit-granting policies and promoted the development and upgrading of intelligent inspection and approval system, so as to make our credit management more automatic. We promoted the establishment of a big data-based risk control system, and continuously improved access models and business strategies by introducing multidimensional external data such as credit reference information of the PBOC. BLAZE, a decision-making engine, was further utilised in issuing credit card and limiting adjustment to make risk control more automatic. We also continued to improve the intelligent risk management and control system. We followed the vision of comprehensive risk monitoring and management and took advantage of our risk management and control technology of big data measurement and expert strategy development. We focused on risk asset control and solution through forward-looking and multi-dimension monitoring measures.

We strengthened our market risk management. Market risk management is the process of identifying, measuring, monitoring, controlling and reporting market risk for the purposes of setting up and enhancing the market risk management system, specifying responsibilities and process, determining and standardising the measurement approaches, limit management indicators and market risk reports, controlling and mitigating market risk and improving the level of market risk management. The objective of market risk management is to control market risk exposures within a tolerable level and maximise risk-adjusted return according to our risk appetite.

We strengthened the quality management of credit assets to guarantee the stable quality of such assets. We improved our NPL forecasting and alert mechanism to facilitate timely risk response measures. We strengthened the management of NPLs in key areas and large-amount NPLs and enhanced the management, collection and disposal of NPLs. We also strengthened write-off management and carried out bad debt write-offs in an orderly manner. In addition, we proactively disposed of NPLs through bulk transfer, interest-free repayment, payment-in-kind and other means and broadened the channels for NPL disposal.

## **Large Exposures Management**

We carried out large exposures management in strict accordance with regulatory requirements, improved the large exposures management system, optimised large exposures limit management, promoted the construction of large exposures management related systems, and continuously improved the Group's large exposures management.

## **MARKET RISK**

### **Market Risk Management**

Market risk is defined as the risk of loss to our on- and off-balance sheet activities caused by adverse movements in market rates (including interest rates, exchange rates, stock prices and commodity prices). We are primarily exposed to interest rate risk and currency risk (including gold). Market risk management is the process of identifying, measuring, monitoring, controlling and reporting market risk. The objective of market risk management is to control market risk exposures within a tolerable level and maximise risk-adjusted return according to our risk appetite.

We strictly comply with regulatory requirements on market risk management, have implemented an independent, centralised and coordinated market risk management model, and formed a management organisational structure featuring the segregation of the front, the middle and the back offices in the financial market business. The Board assumes the ultimate responsibility for monitoring market risk management. The senior management is responsible for executing the strategies, overall policy and system concerning market risk management approved by the Board. The Market Risk Management Committee of the senior management is our reviewing and decision-making organ in respect of market risk management, is responsible for reviewing material affairs of market risk management and performs its duty in accordance with the Working Regulations for the Market Risk Management Committee. The risk management departments at different levels undertake the responsibility of coordinating market risk management at respective levels, and the business departments implement market risk management policies and standards for their respective business areas in accordance with their functions.

In 2021, we continued to deepen the Group's market risk management, tightened the Group's market risk limit control, and verified and issued the Group's market risk limit plan for 2021. A forward-looking analysis of interest rate, exchange rate and commodity risks was conducted in a timely manner. It continuously conducted global financial market monitoring and perfected the fast risk reporting mechanism. Empowered by technologies, the market risk management system was more intelligent. It continuously promoted the extended application of Global Market Risk Management ("GMRM") system to overseas institutions and steadily pushed forward the implementation of the standardised market risk approach of Basel III Final Reform Package issued by the Basel Committee.

### **Market Risk Management of the Trading Book**

We kept strengthening trading book market risk management and product control, and adopted the value-at-risk, stress testing, sensitivity analysis, exposure analysis, profit/loss analysis, price monitoring and other means to measure and manage trading book products. We continued to improve the portfolio-based market risk limit management system, refined the limit indicator system, ameliorated the dynamic management mechanism, and realised quick and flexible limit monitoring and dynamic adjustments based on the GMRM system, to meet the requirements of new products and businesses for timeliness.

### **Currency Risk Management**

Currency risk is the risk of adverse movements of exchange rate resulting in losses on the foreign currency exposure, which is due to the currency structure's mismatch between foreign currency assets and liabilities. Our objective of currency risk management is to control the impact of exchange rate fluctuations on our financial position and shareholders' equity within a tolerable extent. We mitigate such risk principally by limit management and hedging of risks. We carry out sensitivity analysis and stress testing of currency risk on a quarterly basis, and the senior management and the Market Risk Management Committee review the currency risk reports on a quarterly basis.

In 2021, we closely watched the changes in external environment and market conditions, actively took a combination of measures such as limit management and hedging of risks to improve the matching degree of the Group's foreign exchange assets and liabilities, and strengthened capital fund preservation management of overseas institutions. The currency risk was controllable in general.

## **INTEREST RATE RISK IN THE BANKING BOOK**

Interest rate risk in the banking book is defined as the risk of loss in the economic value and overall profit of the banking book arising from adverse movements in interest rate and maturity structure.

### **Management of Interest Rate Risk in the Banking Book**

Our management system for interest rate risk in the banking book conforms to the system importance, risk status and business complexity, and fits our overall development strategy and the enterprise risk management system. The system mainly consists of the following elements: an effective risk governance structure; sound risk management strategies, policies and procedures; effective risk identification, measurement, monitoring, control and mitigation that cover all areas; a complete internal control and review mechanism; a fully-built risk management system; and adequate information disclosure and reporting.

We strictly complied with regulatory requirements for interest rate risk in the banking book, effectively managed our interest rate risk in the banking book and consolidated level and developed a sound governance structure for interest rate risk management in the banking book that is fully built and well-structured, with clearly defined rights and responsibilities. The Board and the senior management are vested with the ultimate and executive responsibilities, respectively, for managing interest rate risk in the banking book. The asset & liability management department of the head office takes the leading role in managing interest rate risk in the banking book, and other departments and institutions play their roles in implementing policies and standards concerning interest rate risk in the banking book. The internal audit bureau and internal control & compliance department of the head office are responsible for reviewing and evaluating duties in respective of interest rate risk in the banking book.

The objective of management of interest rate risk in the banking book: We aim to maximise the risk-adjusted net interest income within the tolerable level of interest rate risk under our risk management and risk appetite.

We formulated strategies and clarified objectives and modes for managing interest rate risk in the banking book based on risk appetite, risk status, macroeconomic and market changes. Based on the pre-judging of the interest rate trend and measurement results of the changes in overall profit and economic value, we formulated and put into practice relevant management policies, and adopted a coordinated approach to using interest rate risk control tools to mitigate and manage risks, so as to ensure our actual interest rate risks conform to our bearing capability and willingness.

On the basis of management strategies and objectives, we developed policies and clarified the modes and instruments for managing interest rate risk in the banking book. By developing and modifying such methods such as on-balance sheet adjustment and off-balance sheet hedging to manage interest rate risk, adeptly using quantity, pricing and derivative instruments regarding assets and liabilities, and applying limit management system, business plan, performance assessment and capital evaluation in all areas for interest rate risk management and assessment, we achieved effective control of interest rate risk at the business lines, the branches, the affiliates and the products and portfolios easily affected by interest rate risk.

In line with the principles of comprehensiveness, prudence and foresight, our stress testing on interest rate risk in the banking book adopted the interest rate risk exposure measurement approach and standardised duration approach to measure the effect of interest rate changes under different stress scenarios on the overall profit and economic value. Based on domestic and overseas regulatory requirements, the bank-wide asset and liability business structure, operation and management as well as risk appetite, we set stress testing scenarios for interest rate risk in the banking book by taking into account the current interest rate level, historical changes and trends, total assets and liabilities and their term characteristics, business development strategies, customer behaviours and other factors, and conducted stress testing quarterly.

In 2021, we implemented the new development concept, improved the combined regulation mechanism for whole process management, all-factor regulation and full-lifecycle coverage of interest rate risk, built an intelligent interest rate risk monitoring, early warning and business control platform, improved the ability to respond quickly and actively to complex market environment, and continuously deepened the new pattern of cross-cyclical stable interest rate risk management. We strengthened the research and



anticipation of interest rate risk strategy in a forward-looking and active manner, made combined use of asset and liability amount, price and derivative tools to accurately adjust the allocation structure of the Group's asset and liability interest rate portfolio, effectively resisted the impact of global economic and financial operation and internal and external risk challenges, and realised the balanced growth of current income and long-term value.

## **LIQUIDITY RISK**

Liquidity risk is the risk that we are unable to raise funds on a timely basis at a reasonable cost to settle liabilities as they fall due, or perform other payment obligations and satisfy other funding demands arising from the normal course of business. Liquidity risk may arise from the following events or factors: material adverse changes in market liquidity, withdrawal of customers' deposits, drawing of loans by customers, overdue payment of debtors, mismatch between assets and liabilities, difficulties in assets realisation, operating losses, and risk associated with our affiliates.

### **Liquidity Risk Management**

Our liquidity risk management system conforms to our overall development strategy and overall risk management system, and is commensurate with our business scale, business nature, complexity and other aspects. The system includes the following fundamental elements: effective governance structure for liquidity risk management; sound strategy, policy and procedures for liquidity risk management; effective identification, measurement, monitoring and control for liquidity risk and a complete management information system.

In respect of liquidity risk management, our governance structure embodies the decision-making system comprising the Board and its special committees as well as the Asset and Liability Management Committee and the Risk Management Committee of the head office; the supervision system comprising the Board of Supervisors, the Internal Audit Bureau and the Internal Control and Compliance Department of the head office; and the execution system comprising the Asset and Liability Management Department, leading management departments of on- and off-balance sheet businesses, the information technology departments, operation management departments of the head office and relevant departments of branches. Each of these systems performs the corresponding functions of decision making, supervision and execution according to division of responsibilities.

### ***Objectives of liquidity risk management***

By establishing and improving the liquidity risk management system, we aim at realising complete identification, measurement, monitoring and control of the liquidity risk at the Group level, the Bank, the affiliates, the branches and the business lines, and ensuring the liquidity demand is satisfied at a reasonable cost in time under the normal business scenario and the stress scenario.

Our liquidity risk management strategy and policy are formulated in accordance with our liquidity risk appetite, and they cover all businesses on- and off-balance sheet, all domestic and overseas business departments, branches and affiliates that are likely to have a material impact on the liquidity risk, and contain the liquidity risk management under normal and stressed scenarios. Our liquidity risk management strategy specifies the overall objective and mode of liquidity risk management and lists major policies and procedures. The policies for liquidity risk management are formulated in accordance with external and macro operating environments and our business development, with a view to striking an effective balance among security, liquidity and profitability.

We conduct stress testing quarterly or by subject by fully considering various macro and micro factors that may affect our liquidity changes in the external operating environment, regulatory requirements, and our business characteristics and complexity.

In 2021, we adhered to a steady and prudent liquidity management strategy, and the Group's liquidity was stable. We intensified the monitoring of funds and maintained a proper and sufficient liquidity reserve. We optimised and upgraded the liquidity risk management mechanism and system, and continuously enhanced the automation and intelligence level of liquidity risk monitoring, measurement and control. We strengthened on- and off-balance sheet liquidity risk management in local and foreign currencies in domestic and overseas institutions, optimised the multi-level and multi-dimensional liquidity monitoring and early warning system, and further enhanced the Group's liquidity risk prevention and emergency response capabilities.



## **OPERATIONAL RISK**

### **Operational Risk Management**

Operational risk is defined as the risk of loss resulting from insufficient or problematic internal processes, employees and IT systems or from external events, including legal risk, but excluding strategic and reputational risk. There are seven major types of operational risks that we faced, including internal fraud, external fraud, employment system and workplace safety, customers, products and business activities, damage to physical assets, IT system, execution and delivery and process management. Among these, external fraud, execution, delivery and process management constitute our major sources of operational risk losses.

We strictly comply with regulatory requirements on operational risk management. The Board, the Board of Supervisors, the senior management and its Operational Risk Management Committee are respectively responsible for decision-making, supervision and execution with respect to operational risk management, and relevant departments act as the “three lines of defence” for operational risk management pursuant to their management functions, thus forming an operational risk management system with close connection and mutual checks and balances. Institutions and departments function as the first line of defence, which assume the direct responsibility for respective operational risk management. Classified management departments such as Internal Control & Compliance, Legal Affairs, Security, Financial Technology, Finance & Accounting, Operation Management and Human Resources as well as cross-risk management departments including Credit and Investment Management and Risk Management jointly perform the functions as the second line of defence, which are respectively responsible for the lead management of operational risk, the classified management of certain type of operational risk and the management of operational risk across credit and market risks. The Internal Audit Department performs the functions as the third line of defence and assumes the responsibility for supervision, which is responsible for supervising the effectiveness of operational risk management.

In 2021, we continued to reinforce operational risk management in line with regulatory focuses and operational risk trends. We optimised the risk limit management mechanism, and effectively transmitted the Group’s operational risk management appetite. We formulated and issued 2021–2023 Development Plan for the Internal Control System, and kept perfecting internal control mechanism with all-round coverage, whole-process control and all-employee participation. The operational risk and control self-assessment of special lines under “regulatory red line” was carried out. In view of serious risks, we promoted optimisation of policies, processes, systems and mechanisms. We carried out risk governance in key business areas, strengthened case warning education, and continuously tightened employee behavior control. Moreover, the operational risk application and management system was optimised, to continuously enhance effective risk data aggregation and risk reporting capabilities. In 2021, our operational risk management system operated smoothly, and the operational risk was controllable on the whole.

## **LEGAL RISK**

Legal risk is the risk of incurring legal sanctions, regulatory penalties, financial losses, reputational losses or other negative consequences that arises out of or in connection with our failure to comply with relevant laws, regulations, administrative rules, regulatory provisions or requirements of other relevant rules during our operation; the unfavourable legal defects that exist in products, services or information provided to clients, transactions engaged in, and contracts, agreements or other documents executed by us; legal disputes (litigation or arbitration proceedings) between us and our clients, counterparties and stakeholders; important changes in relevant laws and regulations, administrative rules, regulatory provisions and other relevant rules; and other relevant legal events that occur internally and externally.

Based on the objective to ensure legal and compliant operation, we always attach great importance to establishing a sound legal risk management system, forming a full-process legal risk prevention and control mechanism to support and secure business innovation and market competition, and to prevent and eliminate various potential or practical legal risks. The Board of Directors is responsible for reviewing and determining the strategy and policy relating to legal risk management and assumes the ultimate responsibility of legal risk management. The senior management is responsible for executing the strategy and policy relating to legal risk management, examining and approving relevant important affairs. The Legal Affairs Department of the head office is in charge of legal risk management across the Group, with relevant business departments providing related support and assistance on legal risk prevention and control. Our affiliates, domestic and overseas branches undertake the responsibility of legal risk management of their respective institutions.

In 2021, we continued to strengthen legal risk management, by improving the risk prevention and control capacity in legal risk management, ensuring the legal and compliant operation, healthy business development and overall business stability of the Group. In accordance with new laws and regulations such as the Personal Information Protection Law, our business rules and relevant agreements were continuously improved, and legal risk prevention and control in key areas and links was further pushed forward in line with new requirements of financial regulators. We also conducted ongoing monitoring of legal risks and improved both the vertical interconnection and horizontal coordination mechanism between the head office and branches. By systematically embedding legal risk prevention and control into business negotiations, product design, contract signing and other links, we made risk prevention and control more prospective, proactive and targeted. We improved the cross-border coordination and management for legal work and strengthened the legal risk management of overseas institutions, properly responding to cross-border legal issues emerging in the development of international operations. Moreover, we ameliorated the function design and management mechanic for the electronic signing system, to strengthen our strict control of seal use in business contracts during the whole process, and effectively prevent and control operational risk, legal risk and reputational risk caused by misuse of contract seal. We reinforced authorisation management, related party management, trademark management and intellectual property protection, and made efforts to effectively institutionalise risk management and control and refine the structure of the system. We devoted great energy to strongly deal with lawsuit cases to protect our rights and interests in accordance with law and avoid and reduce risk losses. In addition to the active assistance in online judicial inquiry and enforcement, we played a positive role in improving the efficiency of law enforcement and case handling by competent authorities and building a social credibility system.

### **ANTI-MONEY LAUNDERING**

In strict compliance with anti-money laundering (“AML”) laws and regulations of China and host countries (regions) of overseas institutions, we sincerely fulfilled the legal obligations and social responsibilities concerning AML. We actively adapted to AML changes in the new era, established the global, comprehensive and brand new money laundering risk management concept involving all personnel, spanning all processes and covering all risk exposures, accommodated to “cross-border, cross-industrial and cross-sector” development requirements, practiced the management principle of “active prevention, smart control and comprehensive management”, and coordinated its efforts to strengthen Group-wide money laundering risk management. We continuously improved the Group’s AML governance system, constantly promoted the comprehensive management regarding customer identification, implemented new regulations on money laundering risk assessment, created a digital AML ecosystem, ramped up efforts in overseas AML infrastructure, etc. The quality and efficiency of money laundering risk management has been further improved.

Save as disclosed under “*Risk Factors – Other Risks Relating to Our Business – We may not be able to prevent fully or to detect timely any money laundering and other illegal or improper activities*”, we are not currently aware of any money laundering or terrorist financing activities engaged in by, or involving any employee of, our domestic or overseas branches or subsidiaries which may materially and adversely affect our business, financial condition and results of operations.

### **REPUTATIONAL RISK**

Reputational risk is defined as the risk of negative comments on us from stakeholders, the public or the media as a result of our behaviours or practitioners or external events, thereby damaging brand value, detrimental to normal operation, and even affecting market and social stability. Reputational risk may arise in any part of our operation and management, and usually co-exists and correlates with credit risk, market risk, operational risk and liquidity risk. Good reputation is central to the operation and management of a commercial bank. We highly value our reputation and have incorporated reputational risk management in our corporate governance and enterprise risk management system to prevent reputational risk.

The Board of Directors is responsible for reviewing and finalising bank-wide policies concerning reputational risk management that are in line with our strategic objective, establishing a bank-wide system of reputational risk management, monitoring the overall status and effectiveness of reputational risk management across the Group and assuming the ultimate responsibility for reputational risk management. The senior management is responsible for leading our reputational risk management, implementing the strategies and policies established by the Board, reviewing and finalising the rules, measures and operating procedures for reputational risk management, preparing plans for responding to and coping with extraordinarily major reputational risk events and ensuring the proper and effective operation of the reputational risk management system. We have established a special reputational risk management team to take charge of the daily management of reputational risk.

In 2021, we kept improving the structure of reputational risk management system, to optimise relevant working mechanism and enhance reputational risk management. We revised and issued the Measures for Reputational Risk Management of ICBC (Version 2021) and further improved the construction of the whole-process reputational risk management system across the Group. We raised the efficiency of “dual-line management” (speciality and local) and prevented hidden reputational risks at the source. In addition, we actively responded to social concerns, and organised and promoted influential brand communication activities, to enhance our brand image. In 2021, our reputational risk was stable and within a controllable range.

## **COUNTRY RISK**

Country risk is the risk incurred to a bank arising from the inability or refusal by the borrower or debtor to repay bank debt, losses suffered by the bank or its commercial presence in such country or region and other losses due to economic, political and social changes and events in a country or a region. Country risk may be triggered by deterioration of economic conditions, political and social turmoil, asset nationalisation or expropriation, government’s refusal to pay external debt, foreign exchange control or currency depreciation in a country or a region.

We strictly observe regulatory requirements on country risk management. The Board of Directors assumes the ultimate responsibility for the effectiveness of country risk management. The senior management is responsible for executing the country risk management policies approved by the Board. The Risk Management Committee of the head office is responsible for reviewing matters regarding country risk management. We manage and control country risk with a series of tools, including country risk assessment and rating, country risk limit, country risk exposure calculation and monitoring and stress testing. We review the country risk rating and limits at least once every year.

In 2021, facing the increasingly complicated, severe and uncertain external environment, we strictly abode by regulatory requirements and, with consideration of our business development needs, continued to strengthen country risk management. We closely observed changes in country risk exposures, constantly tracked, monitored and reported country risk, and timely updated and adjusted the country risk rating and limits. We continued to strengthen early warning mechanism for country risk, proactively conducted stress testing on country risk and reasonably and effectively controlled country risk while steadily promoting internationalisation.

## **INTERNAL CONTROL**

The Board is responsible for formulating the basic regulations for internal control and supervising the implementation of such regulations. The Audit Committee of the Board supervises the development of the internal control system and evaluates the compliance and effectiveness of our major operation and management activities. We have set up the Internal Audit Bureau and the Internal Audit Sub-bureau, which adopt a hierarchical management system and are responsible to and report to the Board. Our senior management is responsible for formulating systematic policies, procedures and methods, as well as taking risk control measures. Under the senior management, the Operational Risk and Internal Control Management Committee subordinated to the Risk Management Committee, performs the responsibilities related to internal control and evaluates the sufficiency and effectiveness of internal control. The head office and branches have internal control and compliance departments which are responsible for the organisation, promotion and coordination of internal control.

In 2021, we continued to optimise our internal control mechanism for higher quality and efficiency of the Group. We formulated and implemented the 2021–2023 Development Plan for Internal Control System and continuously refined the internal control environment. We improved the “9+X” risk assessment technologies and methods, focused on case and compliance risk control, and enhanced prospective risk identification and response capabilities. We optimised the system governance mechanism and authorisation management, strengthened the management on key positions and personnel, and improved the process and system management for key areas and business links, thus developing better capacities in the process control of risk. We advanced the development of data assets, and boosted the collection, processing and analysis of information, ensuring smooth and effective internal and external communication. We deeply coordinated supervision and inspection, optimised the internal control evaluation system, and strengthened the dual closed-loop remediation of problems, making all-round efforts to implement the new accountability mechanism for violations, and enhancing the synergistic supervision of the “three lines of defense”, in an endeavor to ensure stable operations.

## ASSETS AND LIABILITIES

*Prospective investors should read the discussion and analysis of our financial condition and results of operations together with our audited consolidated financial statements as at and for the years ended 31 December 2020 and 2021 together with the related notes thereto incorporated by reference in this Offering Circular. The consolidated financial information set forth below is derived from the financial statements incorporated by reference in this Offering Circular. Unless otherwise stated, all financial data discussed in this section are consolidated financial data.*

### ASSETS

As at 31 December 2019, 2020 and 2021, our total assets amounted to RMB30,109,436 million, RMB33,345,058 million and RMB35,171,383 million, respectively. Our assets primarily comprise (i) loans and advances to customers, (ii) investment, (iii) cash and balances with central banks, (iv) due from banks and other financial institutions and (v) reverse repurchase agreements.

The following table sets forth, as at the dates indicated, the components of our total assets.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
(in RMB millions, except for percentages)						
Loans and advances to customers, gross. . .	16,761,319	–	18,624,308	–	20,667,245	–
Add: Accrued interest . . . . .	43,731	–	42,320	–	45,719	–
Less: Allowance for impairment losses on loans and advances to customers measured at amortised cost <sup>(1)</sup> . . . . .	478,730	–	530,300	–	603,764	–
Net loans and advances to customers . . . .	16,326,552	54.2	18,136,328	54.4	20,109,200	57.2
Investment. . . . .	7,647,117	25.4	8,591,139	25.8	9,257,760	26.3
Cash and balances with central banks . . . .	3,317,916	11.0	3,537,795	10.6	3,098,438	8.8
Due from banks and other financial institutions . . . . .	1,042,368	3.5	1,081,897	3.2	827,150	2.4
Reverse repurchase agreements . . . . .	845,186	2.8	739,288	2.2	663,496	1.9
Other . . . . .	930,297	3.1	1,258,611	3.8	1,215,339	3.4
<b>Total assets</b> . . . . .	<b>30,109,436</b>	<b>100.0</b>	<b>33,345,058</b>	<b>100.0</b>	<b>35,171,383</b>	<b>100.0</b>

*Note:*

- (1) Calculated by adding allowance for impairment losses on loans and advances to customers measured at amortised cost with allowance for impairment losses on loans and advances to customers measured at fair value through other comprehensive income.

As at 31 December 2020, we had total assets of RMB33,345,058 million, representing an increase of 10.7 per cent. from total assets of RMB30,109,436 million as at 31 December 2019, of which loans and advances to customers increased by RMB1,862,989 million, or 11.1 per cent., investment increased by RMB944,022 million, or 12.3 per cent., and cash and balances with central banks increased by RMB219,879 million, or 6.6 per cent. In terms of structure, net loans and advances to customers accounted for 54.4 per cent. of total assets, representing an increase of 0.2 per cent. from 31 December 2019; investment accounted for 25.8 per cent. of total assets, representing an increase of 0.4 per cent. from 31 December 2019; cash and balances with central banks accounted for 10.6 per cent. of total assets, representing a decrease of 0.4 per cent. from 31 December 2019; due from banks and other financial institutions accounted for 3.2 per cent. of total assets, representing a decrease of 0.3 per cent. from 31 December 2019; reverse repurchase agreements accounted for 2.2 per cent. of total assets, representing a decrease of 0.6 per cent. from 31 December 2019; and other assets accounted for 3.8 per cent. of total assets, representing an increase of 0.7 per cent. from 31 December 2019.

As at 31 December 2021, we had total assets of RMB35,171,383 million, representing an increase of 5.5 per cent. from total assets of RMB33,345,058 million as at 31 December 2020, of which total loans and advances to customers increased by RMB2,042,937 million, or 11.0 per cent., investment increased by RMB666,621 million, or 7.8 per cent., and cash and balances with central banks decreased by RMB439,357 million or 12.4 per cent. In terms of structure, net loans and advances to customers accounted for 57.2 per cent. of total assets, representing an increase of 2.8 per cent. from 31 December 2020; investment accounted for 26.3 per cent. of total assets, representing an increase of 0.5 per cent. from 31 December 2020; cash and balances with central banks accounted for 8.8 per cent. of total assets, representing a decrease of 1.8 per cent. from 31 December 2020; due from banks and other financial institutions accounted for 2.4 per cent. of total assets, representing a decrease of 0.8 per cent. in percentage from 31 December 2020; reverse repurchase agreements accounted for 1.9 per cent. of total assets, representing a decrease of 0.3 per cent. from 31 December 2020; and other assets accounted for 3.4 per cent. of total assets, representing a decrease of 0.4 per cent. from 31 December 2020.

### **Loans and Advances to Customers**

We provide a broad range of loan products to our customers, the majority of which are denominated in Renminbi. Loans and advances to customers are the largest component of our assets. As at 31 December 2019, 2020 and 2021, our net loans and advances to customers accounted for 54.2 per cent., 54.4 per cent. and 57.2 per cent., respectively, of our total assets. For a description of the loan products we offer, see “*Description of the Bank – Our Business Operations*”.

Unless otherwise indicated in this Offering Circular, the following discussion is based on our gross loans and advances to customers, before taking into account the related allowance for impairment losses, rather than our net loans and advances to customers. Our loans and advances to customers are reported net of the allowance for impairment losses on our consolidated statement of financial position.

Our gross loans and advances to customers increased by 11.1 per cent. from RMB16,761,319 million as at 31 December 2019 to RMB18,624,308 million as at 31 December 2020. As at 31 December 2021, our gross loans and advances to customers amounted to RMB20,667,245 million, representing an increase of 11.0 per cent. compared to 31 December 2020.

In 2021, we continued to improve the quality and efficiency of serving the real economy, actively supported the construction of ongoing infrastructure projects and major projects or making up shortcomings, and implemented strategic arrangements such as new urbanisation initiatives and building a country with strong transportation network. We fully supported the high-quality development of the manufacturing industry, served the state’s energy supply security and low-carbon transformation strategy, and grasped the development opportunities of green finance comprehensively. We mainly supported the state’s food security, stable production and supply of important agricultural products, transformation and upgrading of agricultural industries and integrated development of industrial chains.

As at 31 December 2020, RMB denominated loans of domestic branches were RMB16,805,218 million, representing an increase of 12.6 per cent. as compared to 31 December 2019. As at 31 December 2021, RMB denominated loans of domestic branches were RMB18,929,925 million, representing an increase of 12.6 per cent. as compared to 31 December 2020.



### *Distribution of Gross Loans and Advances to Customers by Business Line*

The following table sets forth a breakdown of our gross loans and advances to customers by business line as at the dates indicated.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
	(in RMB millions, except for percentages)					
Corporate loans . . . . .	9,955,821	59.4	11,102,733	59.6	12,194,706	59.0
Discounted bills . . . . .	421,874	2.5	406,296	2.2	527,758	2.6
Personal loans . . . . .	6,383,624	38.1	7,115,279	38.2	7,944,781	38.4
<b>Total . . . . .</b>	<b>16,761,319</b>	<b>100.0</b>	<b>18,624,308</b>	<b>100.0</b>	<b>20,667,245</b>	<b>100.0</b>

As at 31 December 2019, 2020 and 2021, our corporate loans accounted for 59.4 per cent., 59.6 per cent. and 59.0 per cent., respectively, of our gross loans and advances to customers; and our personal loans accounted for 38.1 per cent., 38.2 per cent. and 38.4 per cent., respectively, of our gross loans and advances to customers.

The total size of our corporate loan portfolio has continued to grow during the periods under review. Our corporate loans increased by 11.5 per cent. from RMB9,955,821 million as at 31 December 2019 to RMB11,102,733 million as at 31 December 2020. As at 31 December 2021, our corporate loans increased by 9.8 per cent. from RMB11,102,733 million as at 31 December 2020 to RMB12,194,706 million.

In 2021, we continued to increase credit allocation to manufacturing, strategic emerging industries, inclusive finance, green finance, rural revitalization and other key fields, and our corporate loans in key strategic areas such as the Beijing-Tianjin-Hebei region, Yangtze River Delta, Guangdong-Hong Kong-Macao Greater Bay Area, Central China and Chengdu-Chongqing economic circle continued to grow.

As at 31 December 2019, 2020 and 2021, our total discounted bills accounted for 2.5 per cent., 2.2 per cent. and 2.6 per cent., respectively, of our gross loans and advances to customers. Our discounted bills decreased by RMB15,578 million to RMB406,296 million as at 31 December 2020 from RMB421,874 million as at 31 December 2019. As at 31 December 2021, our discounted bills increased by RMB121,462 million to RMB527,758 million from RMB406,296 million as at 31 December 2020.

Our personal loans were increased from 31 December 2019 to 31 December 2021. Our total personal loans increased by 11.5 per cent. from RMB6,383,624 million as at 31 December 2019 to RMB7,115,279 million as at 31 December 2020. As at 31 December 2021, our personal loans increased by 11.7 per cent. from RMB7,115,279 million as at 31 December 2020 to RMB7,944,781 million, of which, residential mortgages grew by RMB634,370 million or 11.1 per cent. and personal business loans increased by RMB180,803 million or 34.7 per cent., which were mainly due to the good reputation and increasing market shares of online inclusive finance product “e-Mortgage Quick Loan”.



## Corporate Loans

### Distribution of corporate loans by maturity

The following table sets forth, as at the dates indicated, our corporate loans by maturity.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
(in RMB millions, except for percentages)						
Short-term corporate loans <sup>(1)</sup> . . .	2,458,321	24.7	2,643,212	23.8	2,737,742	22.5
Medium to long-term corporate loans <sup>(2)</sup> . . . . .	7,497,500	75.3	8,459,521	76.2	9,456,964	77.5
<b>Total corporate loans</b> . . . . .	<b>9,955,821</b>	<b>100.0</b>	<b>11,102,733</b>	<b>100.00</b>	<b>12,194,706</b>	<b>100.00</b>

#### Notes:

- (1) Short-term corporate loans represent our corporate loans that have a maturity of 12 months or less according to the respective loan contracts.
- (2) Medium to long-term corporate loans represent our corporate loans that have a maturity of more than 12 months according to the respective loan contracts.

Medium to long-term corporate loans constituted a relatively large proportion of our corporate loans during the periods under review. As at 31 December 2019, 2020 and 2021, our medium to long-term corporate loans accounted for 75.3 per cent., 76.2 per cent. and 77.5 per cent. respectively, of our total corporate loans. Our medium to long-term corporate loans were RMB7,497,500 million as at 31 December 2019 and increased by 12.8 per cent. to RMB8,459,521 million as at 31 December 2020, and further increased by 11.8 per cent. to RMB9,456,964 million as at 31 December 2021.

As at 31 December 2019, 2020 and 2021, our short-term corporate loans accounted for 24.7 per cent., 23.8 per cent. and 22.5 per cent. respectively, of our total corporate loans. As at 31 December 2020, our short-term corporate loans amounted to RMB2,643,212 million, representing an increase by 7.5 per cent. from 31 December 2019. As at 31 December 2021, our short-term corporate loans amounted to RMB2,737,742 million, representing an increase by 3.6 per cent. from 31 December 2020.

## Distribution of corporate loans by industry

The following table sets forth the distribution of corporate loans of domestic branches by industry as at the dates indicated.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
(in RMB millions, except for percentages)						
Transportation, storage and postal services . . . . .	2,131,892	24.9	2,467,959	25.2	2,816,789	25.8
Manufacturing . . . . .	1,445,154	16.9	1,555,382	15.9	1,654,610	15.1
Leasing and commercial services . . . . .	1,187,749	13.9	1,441,688	14.8	1,667,376	15.2
Production and supply of electricity, heat, gas and water . . . . .	934,414	10.9	995,232	10.2	1,065,459	9.7
Water, environment and public utility management . . . . .	910,504	10.6	1,154,201	11.8	1,370,252	12.5
Wholesale and retail . . . . .	406,532	4.7	437,283	4.5	464,169	4.2
Real estate . . . . .	638,055	7.5	701,094	7.2	705,714	6.5
Construction . . . . .	252,104	2.9	260,667	2.7	312,849	2.9
Mining . . . . .	166,434	2.0	177,408	1.8	203,130	1.9
Science, education, culture and sanitation . . . . .	208,560	2.4	245,378	2.5	287,601	2.6
Lodging and catering . . . . .	88,448	1.0	83,886	0.9	73,063	0.7
Others . . . . .	190,096	2.3	247,866	2.5	317,641	2.9
<b>Total</b> . . . . .	<b>8,559,942</b>	<b>100.0</b>	<b>9,768,044</b>	<b>100.0</b>	<b>10,938,653</b>	<b>100.0</b>

As at 31 December 2021, a majority of the corporate loan customers of our domestic branches operated in the (i) transportation, storage and postal services, (ii) leasing and commercial services, (iii) manufacturing, (iv) water, environment and public utility management and (v) production and supply of electricity, heat, gas and water which accounted for 25.8 per cent., 15.2 per cent., 15.1 per cent., 12.5 per cent. and 9.7 per cent., respectively, of the total corporate loans of our domestic branches as at that date. As at 31 December 2019, 2020 and 2021, the balance of our domestic branches' corporate loans in the top five industries in aggregate accounted for 77.2 per cent., 77.9 per cent. and 78.3, respectively, of the total corporate loans of our domestic branches.

In 2021, we continued to propel the optimisation and adjustment of the industry's credit structure and stepped up efforts to shore up the development of the real economy. Of our domestic branches, loans to transportation, storage and postal services as at 31 December 2021 increased by RMB348,830 million as compared with 31 December 2020, representing a growth rate of 14.1 per cent., mainly due to active support for the liquidity needs of highway, railway, airport and berth projects and large transportation group companies. Loans to leasing and commercial services as at 31 December 2021 increased by RMB225,688 million as compared with 31 December 2020, representing a growth rate of 15.7 per cent., mainly for supporting the financing needs of developing projects for "New infrastructure, New urbanization initiatives and Major projects", people's wellbeing, projects for strengthening areas of weaknesses in infrastructure, and of enterprise headquarters, parks and commercial complex management service customers. Loans to water, environment and public utility management as at 31 December 2021 grew by RMB216,051 million as compared with 31 December 2020, representing a growth rate of 18.7 per cent., mainly for steadily satisfying the investment and financing needs arising from significant projects and projects for people's livelihood in the areas of urban infrastructure construction, ecological environment protection and public services. Manufacturing loans as at 31 December 2021 rose by RMB99,228 million as compared with 31 December 2020, representing an increase of 6.4 per cent., mainly due to continuously increased support for manufacturing, faster credit granting structure adjustment and fast growth of loans to leading and backbone enterprises in manufacturing of electrical equipment, general equipment, food and medicine.

We continued to strengthen risk management of financing in various industries, intensified the disposal of non-performing assets with RMB190.1 billion NPLs recovered or disposed accumulatively, and actively promoted the transformation of risk asset management. Except for the deterioration of loans to customers in some industries due to external factors such as COVID-19 pandemic, the loan quality was generally stable.

### *Personal Loans*

The following table sets forth, as at the dates indicated, a breakdown of our personal loans by product.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
(in RMB millions, except for percentages)						
Residential mortgages . . . . .	5,166,279	80.9	5,728,315	80.5	6,362,685	80.1
Personal consumption loans . . . . .	193,516	3.0	183,716	2.6	187,316	2.4
Personal business loans . . . . .	345,896	5.4	521,638	7.3	702,441	8.8
Credit card overdrafts . . . . .	677,933	10.7	681,610	9.6	692,339	8.7
<b>Total personal loans . . . . .</b>	<b>6,383,624</b>	<b>100.0</b>	<b>7,115,279</b>	<b>100.0</b>	<b>7,944,781</b>	<b>100.0</b>

Residential mortgages are the largest component of our personal loans. Our residential mortgages were RMB5,166,279 million as at 31 December 2019, and increased by RMB562,036 million or 10.9 per cent. to RMB5,728,315 million as at 31 December 2020. As at 31 December 2021, our residential mortgages further increased by RMB634,370 million or 11.1 per cent. to RMB6,362,685 million as compared to 31 December 2020.

Our personal consumption loans were RMB193,516 million as at 31 December 2019, and decreased by RMB9,800 million or 5.1 per cent. to RMB183,716 million as at 31 December 2020. As at 31 December 2021, our personal consumption loans increased by RMB3,600 million or 2.0 per cent. to RMB187,316 million as compared to 31 December 2020.

Our personal business loans were RMB345,896 million as at 31 December 2019, and increased by RMB175,742 million or 50.8 per cent. to RMB521,638 million as at 31 December 2020, which was mainly due to the rapid growth of key lending products in the inclusive finance areas such as Online Revolving Loan and Quick Lending for Operation. As at 31 December 2021, our personal business loans further increased by RMB180,803 million or 34.7 per cent. to RMB702,441 million, which was mainly due to the good reputation and increasing market shares of online inclusive finance product “e-Mortgage Quick Loan”, as compared to 31 December 2020.

Our credit card overdrafts were RMB677,933 million as at 31 December 2019, and increased by RMB3,677 million or 0.5 per cent. to RMB681,610 million as at 31 December 2020. As at 31 December 2021, our credit card overdrafts further increased by RMB10,729 million or 1.6 per cent. to RMB692,339 million as compared to 31 December 2020.

### *Distribution of Gross Loans and Advances to Customers by Geographic Area*

We classify loans and advances to customers geographically based on the location of the branch that originates the loan. There is generally a high correlation between the location of the borrower and the location of the branch that originates the loan, except in the case of our head office. The following table sets forth, as at the dates indicated, the distribution of our total loans to customers by geographic area.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
	(in RMB millions, except for percentages)					
Head Office . . . . .	774,578	4.6	772,372	4.1	791,994	3.8
Yangtze River Delta . . . . .	3,124,793	18.6	3,582,682	19.2	4,163,732	20.2
Pearl River Delta . . . . .	2,341,370	14.0	2,746,019	14.8	3,134,781	15.2
Bohai Rim . . . . .	2,739,585	16.3	3,030,552	16.3	3,371,325	16.3
Central China . . . . .	2,445,215	14.7	2,789,085	15.0	3,133,539	15.2
Western China . . . . .	2,991,010	17.8	3,369,916	18.1	3,746,867	18.1
Northeastern China . . . . .	798,691	4.8	841,595	4.5	895,238	4.3
Overseas and other . . . . .	1,546,077	9.2	1,492,087	8.0	1,429,769	6.9
<b>Gross loans and advances to customers. . . . .</b>	<b>16,761,319</b>	<b>100.0</b>	<b>18,624,308</b>	<b>100.0</b>	<b>20,667,245</b>	<b>100.0</b>

Our loan business spans the PRC, with each of the Yangtze River Delta, Pearl River Delta, Bohai Rim, Central China and Western China regions representing more than 10 per cent. of our gross loans and advances to customers during the periods under review. The Yangtze River Delta region was our largest loan concentration during the periods under review, representing 18.6 per cent., 19.2 per cent. and 20.2 per cent., respectively, of our gross loans and advances to customers as at 31 December 2019, 2020 and 2021. Our loans in the Yangtze River Delta region were RMB3,124,793 million as at 31 December 2019, and increased by 14.7 per cent. to RMB3,582,682 million as at 31 December 2020. As at 31 December 2021, our loans in the Yangtze River Delta region further increased by 16.2 per cent. to RMB4,163,732 million as compared to 31 December 2020.

As at 31 December 2020, our overseas and other loans were RMB1,492,087 million, decreased by RMB53,990 million or 3.5 per cent. from RMB1,546,077 million as at 31 December 2019. As at 31 December 2021, our overseas and other loans further decreased by RMB62,318 million or 4.2 per cent. to RMB1,429,769 million as compared to 31 December 2020.

### *Borrower Concentration*

As at 31 December 2019, the total amount of loans granted by us to the single largest customer and top ten single customers accounted for 3.1 per cent. and 12.6 per cent. of our net capital, respectively. As at 31 December 2020, the total amount of loans granted by us to the single largest customer and top ten single customers accounted for 3.5 per cent. and 14.8 per cent. of our net capital, respectively. As at 31 December 2021, the total amount of loans granted by us to the single largest customer and top ten single customers accounted for 3.6 per cent. and 14.2 per cent. of our net capital, respectively. As at 31 December 2019, 2020 and 2021, the total amount of loans granted to the top ten single customers was RMB394,406 million, RMB501,463 million and RMB554,249 million, respectively, accounting for 2.4 per cent., 2.7 per cent. and 2.7 per cent. of the total loans as at that date.

### *Loan Interest Rate Profile*

In recent years, as part of the overall reform of the PRC banking system, the PBOC has implemented a series of initiatives to gradually liberalise interest rates and move towards a more market-based interest rate regime. In July 2013, the PBOC removed the lower limit of the floating range of lending interest rates, providing more flexibility to commercial banks in the PRC to determine their own lending interest rates. To manage interest rate risk, we usually set a floating interest rate for loans with a maturity period of more than one year. We generally set a fixed interest rate for loans with a maturity period equal to or less than one year. For personal loans with floating interest rates, we generally adjust our interest rates on the first day of the year that is subsequent to the year in which the benchmark interest rates are adjusted. For corporate loans with floating interest rates, we generally adjust our interest rates on the anniversary of the date upon which the loan agreement was executed.

On 25 October 2013, PBOC introduced a new prime lending rate, officially known as the “loan prime rate” (“LPR”), which is based on a weighted average of lending rates from nine commercial banks. For the purposes of deepening the market-oriented reform of interest rate, on 17 August 2019, the PBOC issued the Announcement on the Decision to Reform and Improve the Formation Mechanism of Loan Prime Rate (LPR) (Announcement No. 15 [2019] of the PBOC) (中國人民銀行公告[2019]第15號–關於中國人民銀行決定改革完善貸款市場報價利率(LPR)形成機制的公告) (the “**Announcement**”). According to the Announcement, all banks shall take the LPR as the major pricing reference for the newly granted loans and adopt the LPR as the pricing benchmark in the floating-rate loan contracts. Furthermore, the types of LPR quoting banks are expanded to include urban commercial banks, rural commercial banks, foreign-funded banks, and private banks, in addition to the original national banks, and the number of quoting banks is 18. The list of such banks will be assessed and adjusted on a regular basis.

### *Asset Quality of Our Loan Portfolio*

In determining the classification of our loan portfolio, we assess, on a case-by-case basis, the likelihood of repayment by the borrower and the collectability of principal and interest on the loan. Our assessment is generally based on a series of general principles that are derived from the CBIRC and PBOC guidelines. These general principles focus on a number of factors, including (i) the borrower’s ability to repay the loan, based on such factors as the borrower’s financial condition, its profitability and cash flow; (ii) the borrower’s repayment history; (iii) the borrower’s willingness to repay; (iv) the level of security provided depending on the type and value of collateral; (v) the prospect for support from any financially responsible guarantor; (vi) the remaining maturity of the loan; (vii) the structure and the seniority of the loan; and (viii) the length of time by which payment of principal or interest on a loan is overdue.

The following is a summary of these general principles:

*Pass.* Loans may be classified as “pass” only if the borrowers are able to honour the terms of their loans and there is no reason to doubt that the principal and interest payments will not be made in full and on a timely basis. Loans in the pass category generally demonstrate one or more of the following characteristics:

- the borrower maintains sound operations and generates adequate cash flows.
- principal and interest payments on the loan are made on a timely basis.
- the guarantee or collateral securing the loan, if any, is valid, effective and sufficient.

*Special mention.* Loans may be classified as “special mention” if the borrowers have the current ability to repay principal and interest on the loans but the following adverse circumstances exist:

- the operational and financial status of the borrower has changed.
- the value of collateral has decreased or the operational and financial status of the guarantor has changed.
- macroeconomic, industry or market conditions have changed.

*Substandard.* Loans may be classified as “substandard” if the borrowers’ inability to repay loans becomes evident to the extent that they are unable to rely solely on their ordinary course of operations to repay principal or interest on the loans and it becomes evident that we will incur certain loan losses even if any collateral or guarantees securing the loans are enforced. Loans in the substandard category generally demonstrate the following characteristics:

- the borrower has difficulty in repaying the loan.
- the loan needs to be restructured due to adverse changes in the borrower’s financial condition or its inability to make payments.

*Doubtful.* Loans may be classified as “doubtful” if the borrowers become unable to repay principal and interest on the loans in full and it becomes evident that we will incur significant loan losses even if any collateral or guarantees securing the loans are enforced. Loans in the doubtful category generally demonstrate the following characteristics:

- the borrower has completely or partially suspended its operations.
- the project for which the loan was extended has been terminated or suspended due to funding shortages, worsening operating conditions, litigation or other reasons.
- the loan is still overdue or the borrower is still unable to repay the loan in full notwithstanding its restructuring.

*Loss.* Loans may be classified as a “loss” if none or only a small portion of the principal and interest on the loans can be recovered after exhausting all possible measures and legal remedies.

*Distribution of Loans by Five-Category Loan Classification System*

The following table sets forth, as at the dates indicated, our loans to customers in each category of our five-category loan classification system. Loans classified as Substandard, Doubtful or Loss are considered NPLs.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
	(in RMB millions, except for percentages)					
Pass . . . . .	16,066,266	95.86	17,918,430	96.21	19,961,778	96.59
Special mention . . . . .	454,866	2.71	411,900	2.21	412,038	1.99
<b>Subtotal</b> . . . . .	<b>16,521,132</b>	<b>98.57</b>	<b>18,330,330</b>	<b>98.42</b>	<b>20,373,816</b>	<b>98.58</b>
Substandard . . . . .	97,864	0.58	114,438	0.61	134,895	0.66
Doubtful . . . . .	113,965	0.68	149,926	0.81	128,983	0.62
Loss . . . . .	28,358	0.17	29,614	0.16	29,551	0.14
<b>Subtotal</b> . . . . .	<b>240,187</b>	<b>1.43</b>	<b>293,978</b>	<b>1.58</b>	<b>293,429</b>	<b>1.42</b>
<b>Gross loans and advances to customers.</b> . . . . .	<b>16,761,319</b>	<b>100.00</b>	<b>18,624,308</b>	<b>100.00</b>	<b>20,667,245</b>	<b>100.00</b>
NPL ratio <sup>(1)</sup> . . . . .		1.43		1.58		1.42



Note:

(1) Calculated by dividing the balance of NPLs by total balance of gross loans and advances to customers.

As at 31 December 2019, 2020 and 2021, the NPL ratios of our total loan portfolio were 1.43 per cent., 1.58 per cent. and 1.42 per cent., respectively. As at 31 December 2021, the NPL ratio decreased 16 basis points from the end of 2020 and basically returned to the pre-pandemic level, and the overdue loan rate decreased by 21 basis points from the end of 2020. The price scissors between overdue loans and NPLs was RMB-38.5 billion, maintaining negative for seven consecutive quarters, representing a record low. As at 31 December 2019, 2020 and 2021, our allowance to NPLs was 199.32 per cent., 180.68 per cent. and 205.84 per cent. respectively and our allowance to total loan ratios was 2.86 per cent., 2.85 per cent. and 2.92 per cent. respectively.

#### Distribution of NPLs by Business Line

The following table sets forth, as at the dates indicated, our NPLs by business line.

	As at 31 December								
	2019			2020			2021		
	Amount	% of total	NPL ratio <sup>(1)</sup> (%)	Amount	% of total	NPL ratio <sup>(1)</sup> (%)	Amount	% of total	NPL ratio <sup>(1)</sup> (%)
	(in RMB millions, except for percentages)								
Corporate loans . . . . .	200,722	83.57	2.02	253,815	86.34	2.29	254,887	86.86	2.09
Discounted bills . . . . .	623	0.26	0.15	622	0.21	0.15	–	–	–
Personal loans . . . . .	38,842	16.17	0.61	39,541	13.45	0.56	38,542	13.14	0.49
<b>Total NPLs . . . . .</b>	<b>240,187</b>	<b>100.00</b>	<b>1.43</b>	<b>293,978</b>	<b>100.00</b>	<b>1.58</b>	<b>293,429</b>	<b>100.00</b>	<b>1.42</b>

Note:

(1) Calculated by dividing the balance of NPL in each category by total balance of gross loans and advances to customers in that category.

As at 31 December 2020, the balance of non-performing corporate loans stood at RMB253,815 million, representing an NPL ratio of 2.29 per cent. and an increase of RMB53,093 million or 26.45 per cent. from RMB200,722 million as at 31 December 2019. As at 31 December 2021, the balance of non-performing corporate loans stood at RMB254,887 million, representing an NPL ratio of 2.09 per cent., an increase of RMB1,072 million or 0.42 per cent. from RMB253,815 million as at 31 December 2020.

As at 31 December 2020, the balance of non-performing personal loans stood at RMB39,541 million, representing an NPL ratio of 0.56 per cent. and an increase of RMB699 million or 1.8 per cent. from RMB38,842 million as at 31 December 2019. As at 31 December 2021, the balance of non-performing personal loans stood at RMB38,542 million, representing an NPL ratio of 0.49 per cent. and a decrease of RMB999 million or 2.5 per cent. from RMB39,541 million as at 31 December 2020.

As at 31 December 2020, the balance of non-performing discounted bills stood at RMB622 million, representing an NPL ratio of 0.15 per cent. and a decrease of RMB1 million or 0.2 per cent. from RMB623 million as at 31 December 2019. As at 31 December 2021, the balance of non-performing discounted bills decreased to nil.

## Distribution of NPLs by Geographic Areas

The following table sets forth, as at the dates indicated, the distribution of our NPLs by geographic areas.

	As at 31 December								
	2019			2020			2021		
	Amount	% of total	NPL ratio <sup>(1)</sup> (%)	Amount	% of total	NPL ratio <sup>(1)</sup> (%)	Amount	% of total	NPL ratio <sup>(1)</sup> (%)
	(in RMB millions, except for percentages)								
Head Office . . . . .	20,725	8.63	2.68	21,603	7.35	2.80	21,668	7.38	2.74
Yangtze River Delta . . . . .	26,024	10.83	0.83	45,304	15.41	1.26	35,149	11.98	0.84
Pearl River Delta . . . . .	23,629	9.84	1.01	31,540	10.73	1.15	33,860	11.54	1.08
Bohai Rim . . . . .	49,037	20.42	1.79	71,763	24.41	2.37	72,241	24.62	2.14
Central China . . . . .	35,638	14.84	1.46	38,584	13.12	1.38	40,046	13.65	1.28
Western China . . . . .	40,164	16.72	1.34	47,788	16.26	1.42	47,031	16.03	1.26
Northeastern China . . . . .	35,944	14.97	4.50	28,411	9.66	3.38	30,600	10.43	3.42
Overseas and other . . . . .	9,026	3.76	0.58	8,985	3.06	0.60	12,834	4.37	0.90
<b>Total NPLs . . . . .</b>	<b>240,187</b>	<b>100.00</b>	<b>1.43</b>	<b>293,978</b>	<b>100.00</b>	<b>1.58</b>	<b>293,429</b>	<b>100.00</b>	<b>1.42</b>

Note:

- (1) Calculated by dividing the balance of NPL from each geographic area by total balance of gross loans and advances to customers in that region.

Comparing to 31 December 2020, as at 31 December 2021, the Northeastern China and Overseas and others regions witnessed decreases in NPL ratios, while the head office, Yangtze River Delta, Pearl River Delta, Bohai Rim, Central China and Western China regions witnessed increases in NPL ratios.

## Distribution of Non-performing Corporate Loans of Domestic Branches by Industry

The following table sets forth, as at the dates indicated, the distribution of our non-performing corporate loans of domestic branches (excluding discounted bills) by industry.

	As at 31 December								
	2019			2020			2021		
	Amount	% of total	NPL ratio <sup>(1)</sup> (%)	Amount	% of total	NPL ratio <sup>(1)</sup> (%)	Amount	% of total	NPL ratio <sup>(1)</sup> (%)
	(in RMB millions, except for percentages)								
Transportation, storage and postal services . . . . .	17,466	9.1	0.82	20,683	8.4	0.84	24,762	10.2	0.88
Manufacturing . . . . .	73,976	38.5	5.12	65,361	26.7	4.20	61,602	25.4	3.72
Production and supply of electricity, heat, gas and water . . . . .	1,900	1.0	0.20	3,977	1.6	0.40	8,653	3.6	0.81
Leasing and commercial services . . . . .	11,664	6.1	0.98	31,242	12.7	2.17	33,824	14.0	2.03
Water, environment and public utility management . . . . .	4,122	2.1	0.45	8,425	3.4	0.73	11,379	4.7	0.83
Wholesale and retail . . . . .	42,492	22.1	10.45	60,272	24.6	13.78	38,558	15.9	8.31
Real estate . . . . .	10,936	5.7	1.71	16,238	6.6	2.32	33,820	14.0	4.79
Mining . . . . .	7,305	3.8	4.39	7,593	3.1	4.28	3,470	1.4	1.71

	As at 31 December								
	2019			2020			2021		
	Amount	% of total	NPL ratio <sup>(1)</sup> (%)	Amount	% of total	NPL ratio <sup>(1)</sup> (%)	Amount	% of total	NPL ratio <sup>(1)</sup> (%)
	(in RMB millions, except for percentages)								
Construction . . . . .	5,344	2.8	2.12	8,636	3.5	3.31	5,538	2.3	1.77
Science, education, culture and sanitation . . . . .	3,214	1.7	1.54	5,462	2.2	2.23	6,947	2.9	2.42
Lodging and catering . . . . .	7,163	3.7	8.10	11,743	4.8	14.00	8,095	3.3	11.08
Other . . . . .	6,511	3.4	3.43	5,495	2.2	2.22	5,732	2.3	1.80
<b>Total . . . . .</b>	<b>192,093</b>	<b>100.0</b>	<b>2.24</b>	<b>245,127</b>	<b>100.0</b>	<b>2.51</b>	<b>242,380</b>	<b>100.0</b>	<b>2.22</b>

Note:

(1) Calculated by dividing the balance of NPL from each category by the total balance of gross loans and advances to customers in that category.

The NPL ratio of our loans in the manufacturing sector amounted to 5.12 per cent. as at 31 December 2019 and decreased to 4.20 per cent. as at 31 December 2020, and further decreased to 3.72 per cent. as at 31 December 2021.

The NPL ratio of our loans in the wholesale and retail sector amounted to 10.45 per cent. as at 31 December 2019 and increased to 13.78 per cent. as at 31 December 2020. As at 31 December 2021, the NPL ratio of our loans in the wholesale and retail sector decreased to 8.31 per cent.

The NPL ratio of our loans in the transportation, storage and postal services sector amounted to 0.82 per cent. as at 31 December 2019 and increased to 0.84 per cent. as at 31 December 2020 and further increased to 0.88 per cent. as at 31 December 2021.

The NPL ratio of our loans in the real estate sector amounted to 1.71 per cent. as at 31 December 2019 and increased to 2.32 per cent. as at 31 December 2020 and further increased to 4.79 per cent. as at 31 December 2021.

### Loan Aging Schedule

The following table sets forth, as at the dates indicated, our loan aging schedule for our gross loans and advances to customers.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
	(in RMB millions, except for percentages)					
Current loans . . . . .	16,493,103	98.40	18,356,801	98.56	20,412,344	98.77
Loans past due <sup>(1)</sup> for:						
Less than 3 months . . . . .	83,084	0.50	98,963	0.54	72,444	0.35
3 months to 1 year . . . . .	89,625	0.53	74,820	0.40	70,057	0.34
1 to 3 years . . . . .	66,848	0.40	72,467	0.39	93,247	0.45
Over 3 years . . . . .	28,659	0.17	21,257	0.11	19,153	0.09
Subtotal . . . . .	268,216	1.60	267,507	1.44	254,901	1.23
<b>Gross loans and advances to customers . . . . .</b>	<b>16,761,319</b>	<b>100.00</b>	<b>18,624,308</b>	<b>100.00</b>	<b>20,667,245</b>	<b>100.00</b>

Note:

- (1) Loans and advances to customers are deemed overdue when either the principal or interest is overdue. For loans and advances to customers repayable by instalments, the total amount of loans is deemed overdue if part of the instalments is overdue.

The proportion of our loans and advances to customers that were deemed overdue was 1.60 per cent. as at 31 December 2019. As at 31 December 2020, the proportion of our loans and advances to customers that were deemed overdue decreased to 1.44 per cent. and then further decreased to 1.23 per cent as at 31 December 2021.

### *Allowance for Impairment Losses on Loans and Advances to Customers*

From 1 January 2018, we adopted IFRS 9 which introduced new requirements for measurement of impairment for financial assets. The new impairment model in IFRS 9 replaces the “incurred loss” model in IAS 39 with an “expected credit loss (“ECL”)” model. Under the ECL model, it is no longer necessary for a loss event to occur before an impairment loss is recognised. Instead, we are required to recognise and measure either a 12-month expected credit loss or lifetime expected credit loss, depending on the asset and the facts and circumstances which results in an early recognition of credit losses. Except for credit-impaired corporate loans and advances to customers, we continued to measure our ECL based on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. For the impairment loss on credit-impaired corporate loans and advances to customers, we applied the cash flow discount method. The amount of the impairment loss on credit-impaired corporate loans and advances is measured as the difference between the asset’s gross carrying amount and the present value of estimated future cash flows discounted at the asset’s original effective interest rate, and the allowance for impairment loss is deducted in the carrying amount.

For a description of our methods in calculating the estimated recoverable amount of loans, see Notes 3(10) and 49(a) to our audited consolidated financial statements as at and for the year ended 31 December 2021, incorporated by reference in this Offering Circular.

### *Changes to Allowance for Impairment Losses*

The following table sets forth the changes to our allowance for impairment losses on loans and advances to customers measured at amortised cost for the year ended 31 December 2021:

	<u>Stage 1</u>	<u>Stage 2</u>	<u>Stage 3</u>	<u>Total</u>
	<u>(in RMB millions)</u>			
<b>Balance at 1 January 2021</b> . . . . .	223,703	89,151	217,446	530,300
Transfer:				
To stage 1. . . . .	17,860	(15,581)	(2,279)	–
To stage 2. . . . .	(9,856)	14,056	(4,200)	–
To stage 3. . . . .	(3,534)	(35,319)	38,853	–
Charge. . . . .	41,831	58,906	67,614	168,351
Write-offs and transfer out . . . . .	–	–	(100,447)	(100,447)
Recoveries of loans and advances				
previously written off . . . . .	–	–	9,020	9,020
Other movements . . . . .	(628)	(564)	(2,268)	(3,460)
<b>Balance at 31 December 2021</b> . . . . .	269,376	110,649	223,739	603,764

The following table sets forth the changes to our allowance for impairment losses on loans and advances to customers measured at amortised cost for the year ended 31 December 2020:

	Stage 1	Stage 2	Stage 3	Total
	(in RMB millions)			
<b>Balance at 1 January 2020</b> .....	215,316	78,494	184,688	478,498
Transfer:				
To stage 1. ....	24,002	(22,507)	(1,495)	–
To stage 2. ....	(6,913)	9,311	(2,398)	–
To stage 3. ....	(4,838)	(53,754)	58,592	–
Charge/(reverse) .....	(2,984)	78,244	95,941	171,201
Write-offs and transfer out .....	–	(7)	(120,317)	(120,324)
Recoveries of loans and advances				
previously written off .....	–	–	4,977	4,977
Other movements .....	(880)	(630)	(2,542)	(4,052)
<b>Balance at 31 December 2020</b> .....	223,703	89,151	217,446	530,300

The following table sets forth the changes to our allowance for impairment losses on loans and advances to customers measured at amortised cost for the year ended 31 December 2019:

	Stage 1	Stage 2	Stage 3	Total
	(in RMB millions)			
<b>Balance at 1 January 2019</b> .....	158,084	81,406	173,241	412,731
Transfer:				
To stage 1. ....	17,451	(14,987)	(2,464)	–
To stage 2. ....	(6,868)	12,775	(5,907)	–
To stage 3. ....	(959)	(28,755)	29,714	–
Charge. ....	47,364	28,014	86,944	162,322
Write-offs and transfer out .....	–	(91)	(97,562)	(97,653)
Recoveries of loans and advances				
previously written off .....	–	–	3,302	3,302
Other movements .....	244	132	(2,580)	(2,204)
<b>Balance at 31 December 2019</b> .....	215,316	78,494	184,688	478,498

Our allowance for impairment losses on loans as at 31 December 2020 amounted to RMB531,161 million, representing an increase of RMB52,431 million or 11.0 per cent. from RMB478,730 million as at 31 December 2019. As at 31 December 2021, our allowance for impairment losses on loans amounted to RMB603,983 million, representing an increase of RMB72,822 million or 13.7 per cent. as compared to 31 December 2020.

## Investment

Our investment portfolio consists of listed and unlisted Renminbi-denominated and foreign currency-denominated securities and other financial assets. Investment represented 25.4 per cent., 25.8 per cent. and 26.3 per cent., respectively, of our total assets as at 31 December 2019, 2020 and 2021.

In 2021, we continued to reinforce our financial service capability for the real economy and scaled up our investments in local government bonds, green bonds and other bonds. Our investment portfolio increased by 12.3 per cent. from RMB7,647,117 million as at 31 December 2019 to RMB8,591,139 million as at 31 December 2020, and further increased by 7.8 per cent. to RMB9,257,760 million as at 31 December 2021.

As at 31 December 2021, our financial investments measured at fair value through profit or loss, financial investments measured at fair value through other comprehensive income and financial investments measured at amortised cost amounted to RMB623,223 million, RMB1,803,604 million and RMB6,830,933 million, respectively.

### *Distribution of Our Investment by Investment Category*

The following tables set forth, as at the dates indicated, the distribution of our investments by category.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
	(in RMB millions, except for percentages)					
Bonds . . . . .	6,862,850	89.7	8,054,193	93.8	8,817,345	95.2
Equity instruments . . . . .	135,882	1.8	175,698	2.0	190,186	2.1
Funds and other <sup>(1)</sup> . . . . .	558,366	7.3	262,800	3.1	148,166	1.6
Accrued interest . . . . .	90,019	1.2	98,448	1.1	102,063	1.1
<b>Total investment . . . . .</b>	<b>7,647,117</b>	<b>100.0</b>	<b>8,591,139</b>	<b>100.0</b>	<b>9,257,760</b>	<b>100.0</b>

*Note:*

(1) Includes assets invested by funds raised by the issuance of principal-guaranteed wealth management products by the Bank.

### *Debt Instruments*

Our debt instruments consist of debt securities issued primarily by governments, central banks, policy banks and other institutions.

The following table sets forth, as at the dates indicated, the distribution of our investment in bonds by issuer type.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
	(in RMB millions, except for percentages)					
Government bonds . . . . .	4,767,297	69.5	5,737,368	71.2	6,371,607	72.3
Central bank bonds . . . . .	21,979	0.3	32,072	0.4	38,207	0.4
Policy bank bonds . . . . .	652,522	9.5	725,625	9.0	754,719	8.6
Other bonds . . . . .	1,421,052	20.7	1,559,128	19.4	1,652,812	18.7
<b>Total investment in bonds . . .</b>	<b>6,862,850</b>	<b>100.0</b>	<b>8,054,193</b>	<b>100.0</b>	<b>8,817,345</b>	<b>100.0</b>

Our investment in bonds increased by 17.4 per cent. from RMB6,862,850 million as at 31 December 2019 to RMB8,054,193 million as at 31 December 2020. As at 31 December 2021, our investment in bonds further increased by 9.5 per cent. to RMB8,817,345 million as compared to 31 December 2020.



*Distribution of investment in bonds by remaining maturity*

The following table sets forth, as at the dates indicated, the distribution of our investment in bonds by remaining maturity.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
(in RMB millions, except for percentages)						
Undated <sup>(1)</sup> . . . . .	10	0.0	35	0.0	167	0.0
Less than 3 months . . . . .	335,735	4.9	495,137	6.1	514,685	5.8
3 to 12 months . . . . .	1,007,366	14.7	978,923	12.2	1,228,144	13.9
1 to 5 years . . . . .	3,267,720	47.6	3,493,342	43.4	3,517,415	39.9
Over 5 years . . . . .	2,252,019	32.8	3,086,756	38.3	3,556,934	40.4
<b>Total investment in bonds . . .</b>	<b>6,862,850</b>	<b>100.0</b>	<b>8,054,193</b>	<b>100.0</b>	<b>8,817,345</b>	<b>100.0</b>

*Note:*

(1) Refers to overdue bonds.

As at 31 December 2020, bonds that have less than 3 months in remaining maturity and have 3 to 12 months in maturity increased by RMB130,959 million from 31 December 2019, representing an increase of 9.75 per cent. as compared to the year ended 31 December 2019, and bonds beyond 5-year maturity grew by RMB834,737 million or 37.07 per cent. year-on-year.

As at 31 December 2021, bonds that have less than 3 months in remaining maturity and have 3 to 12 months in maturity increased by RMB268,769 million from 31 December 2020, representing an increase of 18.2 per cent. as compared to the year ended 31 December 2020, and bonds beyond 5-year maturity grew by RMB470,178 million or 15.2 per cent. as compared to the year ended 31 December 2020.

*Distribution of investment in bonds by currency*

The following table sets forth, as at the dates indicated, the distribution of our investment in bonds by currency.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
(in RMB millions, except for percentages)						
RMB-denominated bonds . . . . .	6,221,395	90.7	7,388,349	91.8	8,110,061	92.0
USD-denominated bonds . . . . .	439,219	6.4	436,381	5.4	450,447	5.1
Other foreign currency bonds . .	202,236	2.9	229,463	2.8	256,837	2.9
<b>Total investment in bonds . . . .</b>	<b>6,862,850</b>	<b>100.0</b>	<b>8,054,193</b>	<b>100.0</b>	<b>8,817,345</b>	<b>100.0</b>

As at 31 December 2020, our RMB-denominated bonds increased by RMB1,166,954 million, or 18.8 per cent., USD-denominated bonds decreased by an equivalent of RMB2,838 million or 0.6 per cent. and other foreign currency bonds increased by an equivalent of RMB27,227 million or 13.5 per cent., respectively, as compared to 31 December 2019.

As at 31 December 2021, our RMB-denominated bonds increased by RMB721,712 million or 9.8 per cent., U.S. dollar-denominated bonds and other foreign currency bonds increased by an equivalent of RMB14,066 million or 3.2 per cent. and RMB27,374 million or 11.9 per cent., respectively, as compared to 31 December 2020. In 2021, we improved the investment portfolio structure of foreign currency bonds and moderately increased the investment in bonds denominated in other currencies.

#### *Investment in bonds related to restructuring*

During the period from 1999 to 2001, we disposed of non-performing assets with a book value of RMB407.7 billion to Huarong and received 10-year non-transferrable bonds issued by Huarong with a nominal value of RMB313.0 billion as well as RMB94.7 billion in cash as consideration. Huarong is a wholly state-owned non-bank financial institution that has been approved by the State Council and was established in October 1999 primarily to acquire and manage non-performing assets from large commercial banks, including us. The Huarong Bonds have a fixed interest rate of 2.25 per cent. per annum.

During the period from 2010 to 2011, the Huarong Bonds held by us matured. In accordance with the “Letter from MOF in Respect of the Bonds Issued by Huarong held by Industrial and Commercial Bank of China” (Cai Jin Han [2010] No. 105), the MOF agreed that the term of the Huarong Bonds held by us would be extended for 10 years after their expiration, the terms of the bonds such as the interest rate would remain unchanged and MOF would continue its support for the principal and interest payments in relation to the Huarong Bonds held by us. After the first extension expired, we received a further notice from MOF that the term of the Huarong Bonds would be extended for another 10 years to 12 December 2031. In 2020, we received a further notice from the MOF to adjust the interest rate of the Huarong Bonds, which will be determined on a yearly basis with reference to the average level of five-year government bond yields in the previous year. As at 31 December 2020, we received accumulated early repayments of RMB222,687 million under the Huarong Bonds.

#### *Equity Investments*

As at 31 December 2019, 2020 and 2021, our equity investments amounted to RMB135,882 million, RMB175,698 million and RMB190,186 million, respectively.

#### **Other Components of Our Assets**

Other components of our assets primarily consist of (i) cash and balances with central banks, (ii) due from banks and other financial institutions, net and (iii) reverse repurchase agreements.

Cash and balances with central banks primarily consist of cash on hand, mandatory reserve deposits, which consist of statutory reserve deposits with the PBOC, surplus reserve deposits and other restricted deposits. As at 31 December 2020, our cash and balances with central banks increased to RMB3,537,795 million from RMB3,317,916 million as at 31 December 2019. As at 31 December 2021, our cash and balances with central banks decreased to RMB3,098,438 million.

Due from banks and other financial institutions consists primarily of Renminbi-denominated and foreign currency-denominated inter-bank deposits and money-market placements with banks and other financial institutions. As at 31 December 2020, our due from banks and other financial institutions increased by 3.8 per cent. to RMB1,081,897 million as compared to 31 December 2019. As at 31 December 2021, our due from banks and other financial institutions decreased by 23.5 per cent. to RMB827,150 million.

Amounts due under reverse repurchase agreements are purchases of assets under agreements to resell equivalent assets. Our financial assets held under reverse repurchase agreements decreased from RMB845,186 million as at 31 December 2019 by 12.5 per cent. to RMB739,288 million as at 31 December 2020. As at 31 December 2021, our amounts due under reverse repurchase agreements further decreased by 10.3 per cent. to RMB663,496 million as compared to 31 December 2020.

## LIABILITIES AND SOURCES OF FUNDS

Our total liabilities as at 31 December 2019, 2020 and 2021 amounted to RMB27,417,433 million, RMB30,435,543 million and RMB31,896,125 million, respectively. Our liabilities comprise primarily (i) due to customers, (ii) due to banks and other financial institutions, (iii) repurchase agreements, (iv) debt securities issued and (v) other liabilities.

The following table sets forth, as at the dates indicated, the components of our total liabilities.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
	(in RMB millions, except for percentages)					
Due to customers . . . . .	22,977,655	83.8	25,134,726	82.6	26,441,774	82.9
Due to banks and other financial institutions . . . . .	2,266,573	8.3	2,784,259	9.1	2,921,029	9.2
Repurchase agreements . . . . .	263,273	1.0	293,434	1.0	365,943	1.1
Debt securities issued . . . . .	742,875	2.7	798,127	2.6	791,375	2.5
Other <sup>(1)</sup> . . . . .	1,167,057	4.2	1,424,997	4.7	1,376,004	4.3
<b>Total liabilities . . . . .</b>	<b>27,417,433</b>	<b>100.0</b>	<b>30,435,543</b>	<b>100.0</b>	<b>31,896,125</b>	<b>100.0</b>

Note:

- (1) Others primarily consist of financial liabilities designated as at fair value through profit or loss, other liabilities, income tax payable, certificates of deposit, derivative financial liabilities, due to central banks and deferred tax liabilities.

Our total liabilities increased by 11.0 per cent. from RMB27,417,433 million as at 31 December 2019 to RMB30,435,543 million as at 31 December 2020 and further increased by 4.8 per cent. to RMB31,896,125 million as at 31 December 2021.

Due to customers is our primary source of funding and represented 83.8 per cent., 82.6 per cent. and 82.9 per cent. of our total liabilities as at 31 December 2019, 2020 and 2021, respectively.

### Due to Customers

We provide demand and time deposit products to corporate and personal customers. The following table sets forth, as at the dates indicated, our deposits from customers by business line and maturity term.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
	(in RMB millions, except for percentages)					
<b>Demand deposits</b>						
Corporate customers . . . . .	6,732,558	29.3	7,455,160	29.7	7,533,110	28.5
Personal customers . . . . .	4,328,090	18.8	5,196,607	20.7	5,390,582	20.4
Subtotal . . . . .	11,060,648	48.1	12,651,767	50.3	12,923,692	48.9
<b>Time deposits</b>						
Corporate customers . . . . .	5,295,704	23.0	5,489,700	21.8	5,798,353	21.9
Personal customers . . . . .	6,149,654	26.8	6,463,929	25.7	7,107,386	26.9
Subtotal . . . . .	11,445,358	49.8	11,953,629	47.6	12,905,739	48.8
Other deposits <sup>(1)</sup> . . . . .	234,852	1.0	261,389	1.0	250,349	0.9
Accrued interest . . . . .	236,797	1.1	267,941	1.1	361,994	1.4
<b>Total due to customers . . . . .</b>	<b>22,977,655</b>	<b>100.0</b>	<b>25,134,726</b>	<b>100.0</b>	<b>26,441,774</b>	<b>100.0</b>

Note:

(1) Includes outward remittance and remittance payables.

As at 31 December 2020, the balance due to customers was RMB25,134,726 million, representing an increase of RMB2,157,071 million or 9.4 per cent. from the end of 2019. As at 31 December 2021, the balance due to customers further increased by 5.2 per cent. to RMB26,441,774 million from the end of 2020.

In terms of customer structure, as at 31 December 2020, the balance of corporate deposits increased by RMB916,598 million or 7.6 per cent. from the end of 2019, and further increased by RMB386,603 million or 3.0 per cent. as at 31 December 2021. As at 31 December 2020, the balance of personal deposits increased by RMB508,271 million or 4.4 per cent. from the end of 2019, and further increased by RMB837,432 million or 7.2 per cent. as at 31 December 2021. The proportion of corporate deposits over total due to customers decreased from 52.3 per cent. as at 31 December 2019 to 51.5 per cent. as at 31 December 2020 and further decreased to 50.4 per cent. as at 31 December 2021.

In terms of maturity structure, as at 31 December 2020, the balance of time deposits further increased by RMB508,271 million or 4.4 per cent., and further increased by RMB952,110 million or 8.0 per cent. as at 31 December 2021. As at 31 December 2020, the balance of demand deposits increased by RMB1,591,119 million or 14.4 per cent., and further increased by RMB271,925 million or 2.1 per cent. as at 31 December 2021. The proportion of demand deposits over total due to customers increased from 48.1 per cent. as at 31 December 2019 to 50.3 per cent. as at 31 December 2020, and decreased to 48.9 per cent. as at 31 December 2021.

#### *Distribution of Due to Customers by Geographic Area*

We classify deposits geographically based on the location of the branch taking the deposit. There is generally a high correlation between the location of the depositor and the location of the branch taking the deposit. The following table sets forth our due to customers by geographic area as at the dates indicated.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
	(in RMB millions, except percentages)					
Head Office . . . . .	45,507	0.2	42,611	0.2	38,290	0.1
Yangtze River Delta . .	4,474,455	19.5	5,057,963	20.0	5,436,282	20.6
Pearl River Delta . . . .	2,988,476	13.0	3,335,179	13.3	3,495,325	13.2
Bohai Rim . . . . .	6,212,525	27.0	6,733,969	26.8	6,885,411	26.0
Central China . . . . .	3,324,189	14.5	3,608,490	14.4	3,900,441	14.8
Western China . . . . .	3,801,033	16.5	4,072,459	16.2	4,320,355	16.3
Northeastern China . . .	1,184,289	5.2	1,308,155	5.2	1,410,376	5.3
Overseas and other . . .	947,181	4.1	975,900	3.9	955,294	3.7
<b>Total due to customers. . . . .</b>	<b>22,977,655</b>	<b>100.0</b>	<b>25,134,726</b>	<b>100.0</b>	<b>26,441,774</b>	<b>100.0</b>

The following table sets forth, as at the dates indicated, the distribution of our due to customers by remaining maturity.

	As at 31 December					
	2019		2020		2021	
	Amount	% of total	Amount	% of total	Amount	% of total
	(in RMB millions, except for percentages)					
Overdue/repayable on demand . . . . .	12,461,763	54.2	13,499,762	53.7	13,002,739	49.2
Less than 3 months . . . . .	2,644,954	11.5	2,569,941	10.2	3,037,609	11.4
3 to 12 months . . . . .	4,725,038	20.6	3,849,682	15.3	4,409,851	16.7
1 to 5 years . . . . .	3,121,105	13.6	5,194,433	20.7	5,972,715	22.6
Over 5 years . . . . .	24,795	0.1	20,908	0.1	18,860	0.1
<b>Total due to customers . . . . .</b>	<b>22,977,655</b>	<b>100.0</b>	<b>25,134,726</b>	<b>100.0</b>	<b>26,441,774</b>	<b>100.0</b>

### Other Components of Our Liabilities

Other components of our liabilities primarily include (i) due to banks and other financial institutions, (ii) repurchase agreements and (iii) debt securities issued.

Amounts due to banks and other financial institutions refer to deposits by banks and other financial institutions. As at 31 December 2020, our amounts due to banks and other financial institutions increased by 22.8 per cent. to RMB2,784,259 million from RMB2,266,573 million as at 31 December 2019. As at 31 December 2021, our amounts due to banks and other financial institutions further increased by 4.9 per cent. to RMB2,921,029 million.

Amounts due on repurchase agreements consist primarily of sales of assets under agreements to repurchase equivalent assets. As at 31 December 2020, amounts due on repurchase agreements increased by 11.5 per cent. to RMB293,434 million from the end of 2019. As at 31 December 2021, amounts due on repurchase agreements further increased by 24.7 per cent. to RMB365,943 million.

Debt securities issued consists of subordinated bonds and other debt securities. As at 31 December 2020, debt securities issued increased by 7.4 per cent. to RMB798,127 million from RMB742,875 million as at 31 December 2019. As at 31 December 2021, debt securities issued decreased by 0.8 per cent. to RMB791,375 million.

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The table below sets forth the particulars of the Bank's directors, supervisors and senior management as at the date of this Drawdown Offering Circular:

Name	Position	Gender	Birth year
Chen Siqing . . . . .	Chairman, Executive Director	Male	1960
Liao Lin . . . . .	Vice Chairman, Executive Director, President	Male	1966
Huang Liangbo . . . . .	Chairman of the Board of Supervisors	Male	1964
Zheng Guoyu . . . . .	Executive Director, Senior Executive Vice President	Male	1967
Wang Jingwu . . . . .	Executive Director, Senior Executive Vice President, Chief Risk Officer	Male	1966
Lu Yongzhen . . . . .	Non-executive Director	Male	1967
Feng Weidong . . . . .	Non-executive Director	Male	1964
Cao Liquan . . . . .	Non-executive Director	Female	1971
Chen Yifang . . . . .	Non-executive Director	Female	1964
Dong Yang . . . . .	Non-Executive Director	Male	1966
Anthony Francis Neoh . .	Independent Non-executive Director	Male	1946
Yang Siu Shun . . . . .	Independent Non-executive Director	Male	1955
Shen Si . . . . .	Independent Non-executive Director	Male	1953
Fred Zuli Hu <sup>(1)</sup> . . . . .	Independent Non-executive Director	Male	1963
Huang Li . . . . .	Employee Supervisor	Male	1964
Wu Xiangjiang . . . . .	Employee Supervisor	Male	1962
Shen Bingxi . . . . .	External Supervisor	Male	1952
Zhang Jie . . . . .	External Supervisor	Male	1965
Zhang Wenwu . . . . .	Senior Executive Vice President	Male	1973
Xu Shouben . . . . .	Senior Executive Vice President	Male	1969
Zhang Weiwu . . . . .	Senior Executive Vice President	Male	1975
Wang Bairong . . . . .	Chief Business Officer	Male	1962
Guan Xueqing . . . . .	Board Secretary	Male	1963
Xiong Yan . . . . .	Chief Business Officer	Female	1964
Song Jianhua . . . . .	Chief Business Officer	Male	1965

*Note:*

- (1) The re-election of Mr. Fred Zuli Hu as Independent Non-executive Director of the Bank is subject to the consideration and approval at the general meeting of shareholders of the Bank after the Shanghai Stock Exchange reviews his qualification and confirms that it has no objection.

The business address of each of the directors, supervisors and senior management is No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC 100140.



## **BIOGRAPHIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

### **Chen Siqing, Chairman, Executive Director**

Mr. Chen has served as Chairman and Executive Director of the Bank since May 2019. He joined Bank of China in 1990. Mr. Chen Siqing previously worked in the Hunan Branch of Bank of China before he was dispatched to the Hong Kong Branch of China and South Sea Bank Ltd. as Assistant General Manager. Mr. Chen held various positions in Bank of China, including Assistant General Manager and Vice General Manager of the Fujian Branch, General Manager of the Risk Management Department of the Head Office, General Manager of the Guangdong Branch, Executive Vice President, President, Vice Chairman and Chairman of Bank of China. Mr. Chen served concurrently as Chairman of the Board of Directors of BOC Aviation Limited, Non-executive Director, Vice Chairman and Chairman of the Board of Directors of BOC Hong Kong (Holdings) Limited. Mr. Chen graduated from Hubei Institute of Finance and Economics, and obtained a Master's degree in Business Administration (MBA) from Murdoch University, Australia. He is a Certified Public Accountant and a senior economist.

### **Liao Lin, Vice Chairman, Executive Director, President**

Mr. Liao has served as Vice Chairman, Executive Director and President of the Bank since March 2021, Executive Director of the Bank since July 2020, and Senior Executive Vice President, Senior Executive Vice President and concurrently Chief Risk Officer since November 2019. Mr. Liao joined China Construction Bank in 1989, and was appointed as Deputy General Manager of Guangxi Branch of China Construction Bank, General Manager of Ningxia Branch, Hubei Branch and Beijing Branch of China Construction Bank, Chief Risk Officer, Executive Vice President and concurrently Chief Risk Officer of China Construction Bank. Mr. Liao graduated from Guangxi Agricultural University. He obtained a Doctorate degree in management science from Southwest Jiaotong University. Mr. Liao is a senior economist.

### **Huang Liangbo, Chairman of the Board of Supervisors**

Mr. Huang has served as Chairman of the Board of Supervisors of the Bank since July 2021. He served as the Deputy Chief of the Human Resources Department of PBOC, President of Nanning Central Sub-branch of PBOC and Chief of Guangxi Zhuang Autonomous Region Branch of State Administration of Foreign Exchange, General Manager of the Human Resources Department, member of the Business Committee, Assistant to President and Vice President of Export-Import Bank of China, and Chairman of the Board of Supervisors of the People's Insurance Company (Group) of China Limited. Mr. Huang graduated from Renmin University of China and obtained a Master's degree in Law, and is a senior economist.

### **Zheng Guoyu, Executive Director, Senior Executive Vice President**

Mr. Zheng has served as Executive Director and Senior Executive Vice President of the Bank since December 2021 and as Senior Executive Vice President of the Bank since September 2021. He joined Bank of China since November 1988. He was appointed as Assistant to General Manager and Deputy General Manager of Hubei Branch, General Manager of Shanxi Branch, General Manager of Sichuan Branch, Member of Executive Committee of Bank of China, and Executive Vice President of Bank of China. Mr. Zheng graduated from Wuhan Institute of Water Transportation Engineering and obtained a Master's degree in Business Administration from Huazhong University of Science and Technology. He is a senior economist.

### **Wang Jingwu, Executive Director, Senior Executive Vice President, Chief Risk Officer**

Mr. Wang has served as Executive Director, Senior Executive Vice President and concurrently Chief Risk Officer since September 2021, and as Senior Executive Vice President of the Bank since April 2020. He joined PBOC in August 1985, and has successively served as Supervision Commissioner (Deputy Director level) of PBOC Shijiazhuang Central Sub-branch, Head of PBOC Shijiazhuang Central Sub-branch and concurrently Director of State Administration of Foreign Exchange (SAFE) Hebei Branch, Head of PBOC Hohhot Central Sub-branch and concurrently Director of SAFE Inner Mongolia Branch, Head of PBOC Guangzhou Branch and concurrently Director of SAFE Guangdong Branch, and Director-General of PBOC Financial Stability Bureau since January 2002. Mr. Wang graduated from the Hebei Banking School, and he received a doctorate degree in economics from Xi'an Jiaotong University. He is a research fellow.

### **Lu Yongzhen, Non-executive Director**

Mr. Lu has served as Non-executive Director of the Bank since August 2019. He joined Huijin in 2019. Mr. Lu previously served as Deputy Director of the Administrative Office of the Economic Research Consultation Centre of the State Economic and Trade Commission, Director of the Specific Research Department of the Economic Research Centre of the State Economic and Trade Commission, Director of the Capital Markets Research Department of the Research Centre of the State-owned Assets Supervision and Administration Commission of the State Council, and Director Assistant of the Research Centre of the State-owned Assets Supervision and Administration Commission of the State Council with the concurrent post as the Director of the Capital Markets Research Department, and Deputy Director of the Research Centre of the State-owned Assets Supervision and Administration Commission of the State Council. Mr. Lu obtained a Bachelor's degree and a Master's degree in History from Peking University, and a Doctorate degree in Economics from Southwestern University of Finance and Economics. He is a researcher.

### **Feng Weidong, Non-executive Director**

Mr. Feng has served as Non-executive Director of the Bank since January 2020. He joined MOF in 1986. He previously served as Deputy Director of Academic Affairs Division of Chinese Accounting Correspondence School of Accounting Department of MOF (deputy division chief level), Person in charge of Teaching Material Department of National Accountant Certification Examination Leading Group Office, Director of Accounting Personnel Management Division and Director of Institutional System Division I of Accounting Department of MOF, Deputy Director (deputy director-general level), Deputy Director (person in charge), Director (director-general level), Secretary of the Party Committee and Director of National Accountant Assessment & Certification Centre of MOF. He concurrently serves as a Managing Director of the 8th Council of the Accounting Society of China, a part-time professor and off-campus practice tutor for postgraduate students of the School of Economics and Management of Beijing Jiaotong University, and a visiting tutor for postgraduate students in the Accounting School of the Central University of Finance and Economics. Mr. Feng obtained a Bachelor's degree in Economics from Dongbei University of Finance & Economics and Doctorate degree from Beijing Jiaotong University. Mr. Feng Weidong is a senior accountant, researcher, non-practicing certified public accountant and is a recipient of the Special Government Allowance by the State Council of China.

### **Cao Liqun, Non-executive Director**

Ms. Cao has served as Non-executive Director of the Bank since January 2020. She joined Huijin in 2020. Ms. Cao previously served as Deputy Director of Regulations Division, General Affairs Department, Director of Regulations Division, General Affairs Department, Director of Non-Financial Institutions Inspection Division, Supervision and Inspection Department, Director of General Affairs Division, Supervision and Inspection Department, Deputy Director-General of Supervision and Inspection Department, Inspector of General Affairs Department (Policy and Regulation Department), Level-Two Inspector of General Affairs Department (Policy and Regulation Department) of State Administration of Foreign Exchange, and acted as Deputy Director of Administrative Committee of Beijing's Zhongguancun Science Park. Ms. Cao obtained a Bachelor's degree in Law from China University of Political Science and Law, a Master's degree in Finance from Renmin University of China, and a Master's degree in Public Administration from Peking University. Ms. Cao is an economist.

### **Chen Yifang, Non-executive Director**

Ms. Chen has served as Non-executive Director of the Bank since August 2021. She joined MOF in August 1985. She previously served as Deputy Division Chief of Payment Management Division and Deputy Director of Charge Bill Regulatory Center of General Affairs and Reform Department of MOF, Deputy Division Chief of the Charging Fund Policy Management Division of the Comprehensive Department of MOF, Division Chief of Charging Fund Division of Policy Planning Department of MOF, Division Chief of Housing and Land Division of the Comprehensive Department of MOF, Deputy Director-General of the Comprehensive Department of MOF, Member of the Party Group, Inspector and Deputy Secretary of the Party Group of Shenzhen Finance Supervision Commissioner Office of MOF, Deputy Secretary of the Party Group, Inspector and Level-one Inspector of Shenzhen Regulatory Bureau of MOF, and Level-one Inspector of Fiscal Notes Supervision Center of MOF. Ms. Chen obtained a Bachelor's degree in Economics from Jiangxi University of Finance and Economics.

### **Dong Yang, Non-executive Director**

Mr. Dong has served as Non-executive Director of the Bank since January 2022. He joined MOF in August 1989. He previously served as assistant researcher, researcher and secretary (director level) of the Department of National Defense of MOF, a member of the CPC Committee, Deputy Inspector, and Discipline Inspection Team Leader of the Commissioner's Office of MOF in Heilongjiang, a member of the CPC Committee, Deputy Inspector and Discipline Inspection Leader of the Commissioner's Office of MOF in Beijing, a member of the CPC Committee, Deputy Director, and Discipline Inspection Team Leader of the Beijing Regulatory Bureau of MOF. Mr. Dong graduated from the Beijing Normal University and obtained a Master's degree in Management from Harbin Engineering University.

### **Anthony Francis Neoh, Independent Non-executive Director**

Mr. Neoh has served as Independent Non-executive Director of the Bank since April 2015. He previously served as Chief Advisor to CSRC, a member of the International Consultation Committee of CSRC, a member of the Basic Law Committee of the Hong Kong Special Administrative Region under the Standing Committee of the National People's Congress of People's Republic of China, and Chairman of the Hong Kong Securities and Futures Commission. He was Chairman of the Technical Committee of the International Organization of Securities Commissions, Chairman of Hong Kong Independent Police Complaints Council, a Non-executive Director of Global Digital Creations Holdings Limited. He was an Independent Non-executive Director of Link Management Limited, which is the Manager of Link Real Estate Investment Trust. He was also an Independent Non-executive Director of China Shenhua Energy Company Limited, Bank of China Limited, China Life Insurance Company Limited and New China Life Insurance Company Ltd. Mr. Neoh currently serves as an Independent Non-executive Director of CITIC Limited, Treasurer and Member of Council of The Chinese University of Hong Kong and Chairman of the Asian Academy of International Law. He graduated from the University of London with a Bachelor's degree in Law. He is Honorary Doctorate of Law of Chinese University of Hong Kong and Open University of Hong Kong and Honorary Doctorate of Social Sciences of Lingnan University. He was elected Honorary Fellow of the Hong Kong Securities Institute, Fellow of the Hong Kong Academy of Finance and Academician of the International Euro-Asian Academy of Sciences. Mr. Neoh was appointed as Senior Counsel in Hong Kong. He is a barrister of England and Wales. He was admitted to the State Bar of California.

### **Yang Siu Shun, Independent Non-executive Director**

Mr. Yang has served as Independent Non-executive Director of the Bank since April 2016. He previously served as Chairman and Principal Partner of PricewaterhouseCoopers Hong Kong, Executive Chairman and Principal Partner of PricewaterhouseCoopers Chinese Mainland and Hong Kong, member of five-people leading group of global leadership committee of PricewaterhouseCoopers, Chairman of PricewaterhouseCoopers Asia-Pacific region, Director and Chairman of Audit Committee of Hang Seng Management College, Vice Chairman of the Council of the Open University of Hong Kong and a member of the Exchange Fund Advisory Committee of Hong Kong Monetary Authority. Mr. Yang currently serves as a member of the 13th National Committee of the Chinese People's Political Consultative Conference, a member of the board of directors of the Hong Kong Jockey Club and an Independent Non-executive Director of Tencent Holdings Limited. Mr. Yang graduated from the London School of Economics and Political Science. He was awarded the degree of Honorary Doctor of Social Sciences by The Open University of Hong Kong. He is a Justice of the Peace in Hong Kong. Mr. Yang holds the qualification of Chartered Accountants, and is a senior member of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Chartered Institute of Management Accountants.

### **Shen Si, Independent Non-executive Director**

Mr. Shen has served as Independent Non-executive Director of the Bank since March 2017. Previously, he served as Deputy Division Chief and Division Chief of Zhejiang Branch of PBOC, Deputy General Director of the Investigation and Statistics Department of the Head Office of PBOC, and Deputy President of the Hangzhou Branch of Shanghai Pudong Development Bank, Board Secretary of Shanghai Pudong Development Bank and Executive Director and concurrently Board Secretary of Shanghai Pudong Development Bank. He obtained a Master's degree in Economics from Zhejiang University and an EMBA degree. He is a senior economist.

### **Fred Zulu Hu, Independent Non-executive Director**

Mr. Hu has served as Independent Non-executive Director of the Bank since April 2019. He previously served as a senior economist at the International Monetary Fund, Head of Research at the World Economic Forum, the chairman for Greater China and a partner at Goldman Sachs Group, Inc., an independent non-executive director of Great Wall Pan Asia Holdings Limited (formerly known as SCMP Group Limited), an independent non-executive director of Hang Seng Bank Limited, the non-executive director of China Asset Management Co., Ltd., an independent director of Dalian Wanda Commercial Management Group Co., Ltd., an independent director of Shanghai Pudong Development Bank and the independent non-executive director of Hong Kong Exchanges and Clearing Limited, etc. Mr. Hu currently serves in various positions such as the chairman of Primavera Capital Group, the non-executive chairman of Yum China Holdings, Inc, the independent non-executive director of Ant Group Co., Ltd., the director of UBS Group AG, the co-chair of The Nature Conservancy's Asia Pacific Council and the director of the China Medical Board. Mr. Hu is also a member of the Global Board of Advisors for the Council on Foreign Relations, the 21st Century Council of the Berggruen Institute, the Harvard Global Advisory Council, the Harvard Kennedy School Mossavar-Rahmani Center for Business and Government, the Stanford Center for International Development, and the Jerome A. Chazen Institute of International Business at Columbia University etc. He concurrently serves as the co-director of the National Center for Economic Research and a professor at Tsinghua University, and he is also an adjunct professor at the Chinese University of Hong Kong and Peking University. Mr. Hu obtained a master's degree in engineering science from Tsinghua University, and a master's degree and a PhD in economics from Harvard University.

### **Huang Li, Employee Supervisor**

Mr. Huang has served as Employee Supervisor of the Bank since June 2016. He joined the Bank in 1994 and is currently the Head of Beijing Branch of the Bank. He served as Deputy General Manager and General Manager of the Banking Department as well as Deputy Head and Head of Guizhou Branch of the Bank. Mr. Huang graduated from The University of Hong Kong with an MBA degree. He is a senior economist.

### **Wu Xiangjiang, Employee Supervisor**

Mr. Wu has served as Employee Supervisor of the Bank since September 2020. He joined the Bank in 1988 and is currently the General Manager of Internal Control & Compliance Department of the Bank. He served such positions at the Bank as Deputy Head of Zhejiang Branch, General Manager of E-banking Department and General Manager of Internet Finance Department. Mr. Wu graduated from Zhejiang University with a Doctorate degree in Management. He is a senior economist.

### **Shen Bingxi, External Supervisor**

Mr. Shen has served as External Supervisor of the Bank since June 2016. He previously served as the Deputy Chief of the Financial Market Division of the Financial System Reform Department, Chief of the System Reform Division and Monetary Policy Research Division of the Policy Study Office, and Chief of the Monetary Policy Research Division of the Research Bureau of the PBOC, Chief Representative of the PBOC Representative Office in Tokyo, Deputy Director-general and Director-level Inspector of Financial Market Department of the PBOC, and Non-executive Director of Agricultural Bank of China. Mr. Shen is currently guest professor of Tsinghua University, Zhejiang University and Nankai University. Mr. Shen graduated from Renmin University of China and received a Doctorate degree in Economics. He is a research fellow.

### **Zhang Jie, External Supervisor**

Mr. Zhang has served as External Supervisor of the Bank since November 2021. He Zhang is currently a professor and doctoral supervisor of the Renmin University of China, director of the International Monetary Institute, a distinguished professor of the Ministry of Education's "Changjiang Scholars Programme", a famous teacher of the national "Ten Thousand Talents Programme", and a national candidate of the "New Century Talents Project". Mr. Zhang is a recipient of the special government allowance provided by the State Council to experts, and is engaged in research on the topics of institutional finance, China's financial system and financial development. He was the Dean of the School of Finance of Shaanxi Institute of Finance and Economics, the Associate Dean of the School of Economics



and Finance of Xi'an Jiaotong University, the Associate Dean of the School of Finance of Renmin University of China, and the first Secretary General of the College Finance Teaching Steering Committee of the Ministry of Education. At present, he is concurrently a researcher of the Finance Research Institute of the Counsellor's Office of the State Council, and an executive director of the China Society for Finance and Banking. Mr. Zhang graduated from Shaanxi University of Finance and Economics with a Doctorate degree in Economics.

#### **Zhang Wenwu, Senior Executive Vice President**

Mr. Zhang has served as Senior Executive Vice President of the Bank since July 2020. He joined the Bank in 1995. He was appointed as Deputy General Manager of the Finance & Accounting Department of the Head Office, Deputy Head of Liaoning Branch, Executive Director and Chief Financial Officer of ICBC-AXA Assurance Co., Ltd., Director of the Board of Supervisors' Office of the Head Office and General Manager of the Finance & Accounting Department of the Head Office. Mr. Zhang graduated from the University of International Business and Economics, and he obtained a Doctorate degree in Management from Renmin University of China. He is a senior accountant.

#### **Xu Shouben, Senior Executive Vice President**

Mr. Xu has served as Senior Executive Vice President of the Bank since October 2020. He joined the Bank in 1995. He was appointed as Deputy Head of Guangdong Branch and Head of Shenzhen Branch. Mr. Xu graduated from the Harbin Institute of Technology, and he obtained a Doctorate degree in Economics from Sun Yat-sen University. He is a senior economist.

#### **Zhang Weiwu, Senior Executive Vice President**

Mr. Zhang has served as Senior Executive Vice President of the Bank since June 2021. He joined the Bank in July 1999, and was appointed as General Manager of ICBC (Europe) Amsterdam Branch in January 2011, General Manager of Singapore Branch in February 2013 and General Manager of the International Banking Department of the head office of the Bank in January 2017. Mr. Zhang graduated from the Northwest University in China and obtained a Master's degree in Political Economy and an MBA from Hitotsubashi University in Japan. He is a senior economist.

#### **Wang Bairong, Chief Business Officer**

Mr. Wang has served as Chief Business Officer of the Bank since April 2020. He began his career in 1986. He joined the Bank in 1991 and previously served as Assistant to Head of Zhejiang Branch and Head of Shaoxing Branch, Deputy Head of Zhejiang Branch and General Manager of the Banking Department of Zhejiang Branch, Deputy Head (person in charge) and Head of Chongqing Branch and Chief Risk Officer. Mr. Wang graduated from the Party School of the Central Committee of CPC and obtained a Master's degree in Economics. He is a senior economist.

#### **Guan Xueqing, Board Secretary**

Mr. Guan has served as Board Secretary of the Bank since July 2016. He joined the Bank in 1984 and served as Head of Suining Branch in Sichuan, Representative of Frankfurt Representative Office and Deputy General Manager of Frankfurt Branch, Deputy Head of Sichuan Branch, Deputy Head of Sichuan Branch and General Manager of the Banking Department of Sichuan Branch, and Head of Hubei Branch and Sichuan Branch. Previously Mr. Guan was also General Manager of the Corporate Strategy and Investor Relations Department of the Bank. He graduated from the Southwestern University of Finance and Economics and obtained a Doctorate degree in Economics. He is a senior economist.

#### **Xiong Yan, Chief Business Officer**

Ms. Xiong has served as Chief Business Officer of the Bank since April 2020. She joined the Bank in 1984, and served as Deputy Director-General of Kunming Sub-bureau of the Internal Audit Bureau, Deputy General Manager of Yunnan Branch, Deputy Director-General of the Sub-bureau directly managed by the Internal Audit Bureau, Deputy General Manager of the Corporate Banking Department I (Corporate Banking Department) and General Manager of the Institutional Banking Department of the Head Office. Ms. Xiong graduated from Hunan University, and obtained a degree of International Master of Business Administration (IMBA) from Fudan University and The University of Hong Kong. She is a senior economist.

## **Song Jianhua, Chief Business Officer**

Mr. Song has served as Chief Business Officer of the Bank since April 2020. He joined the Bank in 1987. He was appointed as Deputy General Manager of Jiangsu Branch and General Manager of the Personal Banking Department of the Head Office. Mr. Song graduated from Peking University and obtained a Doctorate degree in management science and engineering from Nanjing University. He is a senior economist.

## **CORPORATE GOVERNANCE**

We have made constant efforts to improve the corporate governance and checks and balances mechanism comprising the shareholders general meeting, the board of directors, the board of supervisors and the senior management featuring clearly-defined responsibilities and accountability, coordination and effective checks and balances, and to optimize responsibilities of the authority organ, decision-making organ, supervisory organ and executive organ. As a result, the corporate governance operation mechanism with scientific decision-making process, effective supervision and steady operation has been in place.

### **Shareholders' General Meeting**

As the organ of power of the Bank, the shareholders general meeting involves all shareholders. The shareholders general meeting is responsible for, among others, deciding on business policies and significant investment plans of the Bank; examining and approving the Bank's annual financial budget, final account proposals, plans for profit distribution and loss make-up; electing and replacing directors, supervisors appointed from the shareholder representatives and external supervisors; examining and approving work report of the board of directors and work report of the Board of Supervisors; adopting resolutions on merger, division, dissolution, liquidation, change of corporate form, increase or decrease of the Bank's registered capital, issuance of corporate bonds or other securities and public listing, repurchase of the shares and issuance of preference shares; and amending the Articles of Association of the Bank.

### **Board of Directors**

As the decision-making organ of the Bank, the board of directors is accountable to, and shall report its work to, the shareholders' general meeting. The board of directors is responsible for, among others, convening the shareholders' general meeting; implementing the resolutions of the shareholders' general meeting; deciding on the business plans, investment proposals and development strategies of the Bank; formulating annual financial budget and final accounts of the Bank; formulating plans for profit distribution and loss recovery of the Bank; formulating plans for the increase or decrease of the Bank's registered capital, capital replenishment and financial restructuring of the Bank; formulating basic management systems of the Bank such as risk management system and internal control system, and supervising the implementation of such systems; appointing or removing president and the board secretary, and appointing or removing senior executive vice presidents and other senior management members (except for the board secretary) who shall be appointed or removed by the board of directors under relevant laws according to the nomination of the president and deciding on their compensation, bonus and penalty matters; deciding on or authorising the president to decide on the establishment of relevant offices of the Bank; regularly evaluating and improving corporate governance of the Bank; managing information disclosure of the Bank; and supervising and ensuring the president and other senior management members to perform their management duties effectively.

### **Board Committees**

The board of directors delegates certain responsibilities to various committees. In accordance with relevant PRC laws and regulations, we have formed strategy, corporate social responsibility and consumer protection, audit, risk management, nomination, compensation, related party transactions control and US risk committees.



### *Strategy Committee*

The Strategy Committee is mainly responsible for considering our strategic development plan, risk events that bear material influence on the overall situation, business and institutional development plan, major investment and financing plan, annual social responsibility report and other major matters critical to our development, making recommendations to the board of directors, and examining and assessing the soundness of the corporate governance framework to ensure financial reporting, risk management and internal control are compliant with our corporate governance criteria. The Strategy Committee consists of eight directors, including Chairman and Executive Director, Mr. Chen Siqing; Vice Chairman, Executive Director and President, Mr. Liao Lin; Executive Director and Senior Executive Vice President, Mr. Zheng Guoyu; Non-executive Directors, Mr. Lu Yongzhen, Ms. Chen Yifang and Mr. Dong Yang and Independent Non-executive Directors, Mr. Anthony Francis Neoh and Mr. Fred Zulu Hu. Mr. Chen Siqing is the chairman of the committee.

### *Corporate Social Responsibility and Consumer Protection Committee*

The Corporate Social Responsibility and Consumer Protection Committee is mainly responsible for considering the Bank's fulfillment of social responsibilities with respect to environment, society, corporate governance, precision poverty alleviation, and corporate culture, the strategy, policy and target of consumer protection, green finance strategy, the development plan, basic policy, annual operating plan and assessment method of inclusive finance, and making recommendations to the board of directors. The Corporate Social Responsibility and Consumer Protection Committee consists of four directors, including Vice Chairman, Executive Director and President, Mr. Liao Lin; Executive Director and Senior Executive Vice President, Mr. Zheng Guoyu and Non-executive Directors, Ms. Cao Liqun and Ms. Chen Yifang. Mr. Liao Lin is the chairman of the committee.

### *Audit Committee*

The Audit Committee is mainly responsible for constantly overseeing the Bank's internal control system, and supervising, inspecting and evaluating financial information and internal audit of the Bank, proposing the engagement or replacement of external auditors, reviewing the reports of external auditors, and coordinating the communication between the internal audit departments and external auditors, and assessing mechanisms for the Bank's staff to report misconducts in financial statements, internal control, etc., and assessing the mechanism for the Bank to conduct independent and fair investigations and take appropriate actions in relation to the reported matters. The Audit Committee consists of six directors, including Non-executive Directors, Mr. Feng Weidong and Ms. Cao Liqun and Independent Non-executive Directors, Mr. Anthony Francis Neoh, Mr. Yang Siu Shun, Mr. Shen Si and Mr. Fred Zulu Hu. Mr. Shen Si is the chairman of the committee.

### *Risk Management Committee*

The Risk Management Committee is primarily responsible for constantly overseeing the Bank's risk management system, reviewing and revising the strategy, policy and procedures of risk management and internal control process of the Bank, and supervising and evaluating the performance of senior management members and risk management departments in respect of risk management. The Risk Management Committee consists of nine directors, including Executive Director and Senior Executive Vice President, Mr. Zheng Guoyu and Mr. Wang Jingwu, Non-executive Directors, Mr. Lu Yongzhen, Mr. Feng Weidong, Ms. Cao Liqun and Mr. Dong Yang and Independent Non-executive Directors, Mr. Anthony Francis Neoh, Mr. Yang Siu Shun and Mr. Shen Si. Mr. Anthony Francis Neoh is the chairman of the committee.

### *Nomination Committee*

The Nomination Committee is mainly responsible for making recommendations to the board of directors on candidates for directors, supervisors and senior management members, nominating candidates for chairmen and members of special committees of the board of directors, and formulating the standards and procedures for selection and appointment of directors, supervisors and senior management members as well as the training and development plans for senior management members and key reserved talents. The Nomination Committee is also responsible for assessing the structure, size and composition of the board of directors on a yearly basis and making recommendations to the board of directors based on our development strategy. The Nomination Committee consists of five directors, including Vice Chairman, Executive Director and President, Mr. Liao Lin; Non-executive Director, Mr. Feng Weidong and Independent Non-executive Directors, Mr. Anthony Francis Neoh, Mr. Yang Siu Shun and Mr. Fred Zulu Hu. Mr. Fred Zulu Hu is the chairman of the committee.

### *Compensation Committee*

The Compensation Committee is mainly responsible for formulating assessment measures on the performance of duties and compensation plans for directors, organising the assessment on the performance of duties of directors, putting forth proposals on remuneration distribution for directors, formulating and reviewing the assessment measures and compensation plans for senior management members and evaluating the performance and behaviours of senior management members. The Compensation Committee consists of five directors, including Non-executive Directors, Mr. Lu Yongzhen and Ms. Chen Yifang and Independent Non-executive Directors, Mr. Shen Si, Mr. Anthony Francis Neoh and Mr. Fred Zulu Hu. Mr. Shen Si is the chairman of the committee.

### *Related Party Transactions Control Committee*

The Related Party Transactions Control Committee is mainly responsible for developing the basic policies governing the management of related party transactions, identifying our related parties, approving related party transactions and other related matters within the authority granted by the board, receiving related party transaction statistics for filing purpose, reviewing the related party transactions that are subject to the approval of the board of directors or the shareholders general meeting, and reporting to the board of directors on the implementation of the related party transaction management policies as well as the conditions on these transactions. The Related Party Transactions Control Committee consists of three directors, including Executive Director and Senior Executive Vice President, Mr. Wang Jingwu and Independent Non-executive Directors, Mr. Yang Siu Shun and Mr. Shen Si. Mr. Yang Siu Shun is the chairman of the committee.

### *US Risk Committee*

In accordance with the relevant requirements in the Enhanced Prudential Standards for Bank Holding Companies and Foreign Banking Organizations established by the Federal Reserve Board, the US Risk Committee supervised the implementation of the US business-related risk management framework and relevant policies. The US Risk Committee consists of eight directors, including Executive Director and Senior Executive Vice President, Mr. Wang Jingwu, Non-Executive Directors, Mr. Lu Yongzhen, Mr. Feng Weidong, Ms. Cao Liqun and Mr. Dong Yang and Independent Non-executive Directors, Mr. Anthony Francis Neoh, Mr. Yang Siu Shun and Mr. Shen Si. Mr. Anthony Francis Neoh is the chairman of the committee.

## **Board of Supervisors**

### *Responsibilities of the Board of Supervisors*

As the supervisory body of the Bank, the board of supervisors is accountable to, and shall report to, the shareholders' general meeting. The board of supervisors is responsible for, among others, supervising the performance and due diligence of directors, supervisors and senior management members; supervising the performance of duties of the board of directors and the senior management; conducting audits on retiring or resigning directors, supervisors and senior management members where appropriate; examining and supervising the Bank's financial activities; examining financial information such as financial reports, business reports and profit distribution plans to be submitted to the shareholders' general meeting by the board of directors; inspecting and supervising the business decision-making, risk management and internal control of the Bank and guiding the internal audit department of the Bank; formulating performance evaluation measures of the board of directors and the senior management and their members as well as supervisors; evaluating the performance of the board of directors and the senior management and their members as well as supervisors, and reporting to the shareholders' general meeting for approval; presenting proposals to the shareholders' general meeting; proposing to convene an extraordinary general meeting, and convening and presiding over the extraordinary general meeting in case the board of directors fails to perform its duty of convening shareholders' general meeting; proposing to convene an interim meeting of the board of directors.

### *Operation of the Board of Supervisors*

The board of supervisors convenes regular and special meetings to discuss official matters. Regular meetings shall be held at least four times a year. There is a supervisory board office under the board of supervisors that functions in accordance with authorisation from the board of supervisors and reports to the board of supervisors. The supervisory board office under the board of supervisors is its day-to-day administrative organ. It is responsible for supervising and scrutinising matters such as corporate governance, financial activities, risk management and internal control of the Bank; for organising meetings of the board of supervisors and its special committee; and for preparing meeting documents and minutes for the meetings.

## PRINCIPAL SHAREHOLDERS

As at 31 March 2022, the Bank had a total number of 732,155 ordinary shareholders and no holders of preference shares with voting rights restored or holders of shares with special voting rights, including 112,549 holders of H shares and 619,606 holders of A shares.

The table below sets out the particulars of the Bank's top 10 ordinary shareholders as at 31 March 2022.

Name of shareholder	Nature of shareholder	Class of shares	Share-holding percentage (%)	Total number of shares held	Number of pledged or locked-up shares	Increase/decrease of shares compared to the end of 2021
Huijin . . . . .	State-owned	A share	34.71	123,717,852,951	None	-
MOF . . . . .	State-owned	A share	31.14	110,984,806,678	None	-
HKSCC Nominees Limited <sup>(5)</sup> . . . . .	Foreign legal person	H share	24.17	86,159,046,315	Unknown	4,921,766
National Council for Social Security Fund <sup>(6)</sup> . . . . .	State-owned	A share	3.46	12,331,645,186	None	-
Ping An Life Insurance Company of China, Ltd. – Traditional – Ordinary insurance products . . . . .	Other entities	A share	0.83	2,951,195,676	None	-736,135,000
China Securities Finance Co., Ltd. . . . .	State-owned legal person	A share	0.68	2,416,131,540	None	-
Hong Kong Securities Clearing Company Limited <sup>(7)</sup> . . . . .	Foreign legal person	A share	0.38	1,361,918,551	None	-24,533,115
Central Huijin Asset Management Co., Ltd. . . . .	State-owned legal person	A share	0.28	1,013,921,700	None	-
China Life Insurance Company Limited – Traditional – Ordinary insurance products – 005L – CT001 Hu . . . . .	Other entities	A share	0.12	425,173,985	None	-10,736,900
Taiping Life Insurance Co., Ltd – Traditional – Ordinary insurance products – 022L – CT001 Hu . . . . .	Other entities	A share	0.11	387,675,951	None	-39,299,800

**Notes:**

- (1) The above data are based on the Bank's register of shareholders as at 31 March 2022.
- (2) The Bank had no shares subject to restrictions on sales.
- (3) HKSCC Nominees Limited is a wholly-owned subsidiary of Hong Kong Securities Clearing Company Limited. Central Huijin Asset Management Co., Ltd. is a wholly-owned subsidiary of Huijin. Save as disclosed above, the Bank is not aware of any connected relations or concert party action among the afore-mentioned shareholders.
- (4) Except to the extent unknown to HKSCC Nominees Limited, the top 10 shareholders of the Bank did not participate in any margin trading, short selling or refinancing business.
- (5) The number of shares held by HKSCC Nominees Limited as at 31 March 2022 refers to the total H shares held by it as a nominee on behalf of all institutional and individual investors registered with accounts opened with HKSCC Nominees Limited as at 31 March 2022, which included H shares of the Bank held by National Council for Social Security Fund.
- (6) According to the Notice on Comprehensively Transferring Part of State-Owned Capital to Fortify Social Security Funds (Cai Zi [2019] No. 49), MOF transferred 12,331,645,186 A shares to the state-owned capital transfer account of National Council for Social Security Fund in a lump sum in December 2019. According to the relevant requirements under the Notice of the State Council on Issuing the Implementation Plan for Transferring Part of State-Owned Capital to Fortify Social Security Funds (Guo Fa [2017] No. 49), National Council for Social Security Fund shall perform the obligation of more than 3-year lock-up period as of the date of the receipt of transferred shares. As at 31 December 2021, according to the information provided by National Council for Social Security Fund to the Bank, National Council for Social Security Fund also held 7,946,049,758 H shares of the Bank and 20,277,694,944 A and H shares in aggregate, accounting for 5.69% of the Bank's total ordinary shares.
- (7) The number of shares held by Hong Kong Securities Clearing Company Limited as at 31 March 2022 refers to the total A shares (Northbound shares of the Shanghai-Hong Kong Stock Connect) held by it as a nominal holder designated by and on behalf of Hong Kong and foreign investors as at 31 March 2022.

## **PARTICULARS OF CONTROLLING SHAREHOLDERS**

The Bank's largest single shareholder is Huijin. Huijin is a state-owned company founded by the State according to the Company Law on 16 December 2003. Its registered capital is equal to its paid-in capital at RMB828,209 million. Its registered address is New Poly Plaza, 1 Chaoyangmen North Street, Dongcheng District, Beijing. Its unified social credit code is 911000007109329615 and its legal representative is Peng Chun. Huijin is a wholly-owned subsidiary of China Investment Corporation. It, in accordance with authorisation by the State Council, makes equity investments in major state-owned financial enterprises, and shall, to the extent of its capital contribution, exercise the rights and perform the obligations as an investor on behalf of the State in accordance with applicable laws, to achieve the goal of preserving and enhancing the value of state-owned financial assets. Huijin does not engage in any other business activities and does not intervene in the day-to-day business operations of the key state-owned financial institutions it controls. As at 31 March 2022, Huijin held approximately 34.71 per cent. of the Bank's ordinary shares.

The Bank's second single largest shareholder is MOF, which held approximately 31.14 per cent. of the Bank's ordinary shares as at 31 March 2022. MOF is a department under the State Council and is responsible for overseeing the State's fiscal revenue and expenditure, formulating the financial and taxation policies and supervising State finance at a macro level.

## TAXATION

*The following is a general description of certain tax considerations relating to the Notes and is based on law 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 neither the relevant Issuer, the Bank, the Group 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.*

### PRC

*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 resident 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 PRC Enterprise Income Tax Law and the PRC Individual Income Tax Law as well as their respective implementation rules, non-PRC resident enterprises will not be subject to the PRC income tax in respect of the interest income borne and paid by any enterprise, organisation or establishment located outside the PRC and as a non-PRC tax resident. An income tax is levied on the payment of interest in respect of debt securities, including notes offered, transferred and/or sold by enterprises established within the territory of China to non-resident enterprises (including Hong Kong Special Administrative Region enterprises) and non-resident individuals (including Hong Kong Special Administrative Region resident individuals). The current rates of such income tax are 20 per cent. (for non-resident individuals) and 10 per cent. (for non-resident enterprises) of the gross amount of the interest, unless otherwise provided in other preferential taxation policies under special taxation arrangements.

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 has been entirely replaced by, and is subject to, Value Added Tax (“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 relevant Issuer is the Bank’s head office (the “ICBC Head Office”)**

In the event that the relevant Issuer is ICBC Head Office, ICBC 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 ICBC Head Office is located in the PRC, in the event that the relevant Issuer is the ICBC 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. Given that ICBC Head Office pays interest income to Noteholders who are located outside of the PRC, ICBC Head Office, acting as the obligatory withholder in accordance with applicable law, shall withhold VAT from the payment of interest income to Noteholders who are located outside of the PRC. ICBC 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 “*Terms and Conditions of the Notes*”.

**(II) In the event that the relevant Issuer is a Branch Issuer**

In the event that the relevant Issuer is a Branch Issuer, the relevant Issuer 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 is treated as income sourced from the PRC, a withholding tax may be imposed on such interest and the relevant Issuer 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 “*Terms and Conditions of the Notes*”. If ICBC Head Office shall perform the obligation of paying interest of the Notes in the event and only when the relevant Branch Issuer fails to perform its obligations of paying the interest of the Notes, ICBC 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 at the rate of 6% of the interest component of the amount payable by ICBC 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 PRC Enterprise Income Tax Law, the PRC Individual Income Tax Law and the VAT reform detailed above, in the case of (I) and (II), the relevant Issuer(s) or the Bank shall withhold PRC income tax, (should such tax apply) from the payments of interest in respect of the Notes for any non-PRC-resident Noteholder and the relevant Issuer(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 Issuer and the Bank are required to make such a deduction or withholding (whether by way of PRC income tax or VAT otherwise), each relevant Issuer 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 12 (Taxation)*”.

According to the arrangement for avoidance of double taxation between the PRC and Hong Kong, both Hong Kong resident enterprises and Hong Kong resident individuals will not be subject to PRC income tax in respect of any capital gains from the sale or exchange of the Notes. However, pursuant to the PRC Enterprise Income Tax Law and the PRC Individual Income Tax Law and their respective relevant implementation rules, it remains uncertain as to whether other non-PRC Noteholders shall be subject to PRC income tax in respect of any capital gains from the sale or exchange of the Notes. Should the PRC tax authority deem the gains of such non-PRC residents generated from the sale or exchange of the Notes as income sourced within the PRC, the non-PRC Noteholders (other than Hong Kong residents) may be subject to enterprise income tax at the rate of 10 per cent. for non-PRC resident enterprises, or individual income tax at 20 per cent. for non-PRC resident individuals, respectively, unless otherwise provided in other preferential taxation policies under special taxation arrangements.

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, premium (if any) 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 (Cap. 112) of Hong Kong (the “**IRO**”) as it is currently applied by the Inland Revenue Department, interest on the Notes may be deemed to be profits arising in or derived from Hong Kong from a trade, profession or business carried on in Hong Kong in the following circumstances:

- (a) interest on the Notes is derived from Hong Kong and is received by or accrues to a corporation carrying on a trade, profession or business in Hong Kong;
- (b) interest on the Notes is derived from Hong Kong and is received by or accrues to 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;
- (c) interest on the Notes is received by or accrues to a financial institution (as defined in the IRO) and arises through or from the carrying on by the financial institution of its business in Hong Kong; or
- (d) interest on the Notes is received by or accrues to a corporation, other than a financial institution, and arises through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the IRO).

Pursuant to the Exemption from Profits Tax (Interest Income) Order, interest income accruing to a person other than a financial institution, on deposits (denominated in any currency and whether or not the deposit is evidenced by a certificate of deposit) placed with, inter alia, an authorized institution in Hong Kong (within the meaning of section 2 of the Banking Ordinance (Cap. 155) of Hong Kong) is exempt from the payment of Hong Kong profits tax. This exemption does not apply, however, to deposits that are used to secure or guarantee money borrowed in certain circumstances. Provided no prospectus involving the issue of the Notes is registered under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, the issue of the Notes by the relevant Issuer is expected to constitute a deposit to which the above exemption from payment will apply.

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. Sums received by or accrued to a corporation, other than a financial institution, by way of gains or profits arising through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the IRO) from the sale, disposal or other redemption of Notes will be subject to Hong Kong profits tax.

Sums derived from the sale, disposal or redemption of Notes will be subject to Hong Kong profits tax where received by or accrued to a person, other than a financial institution, who carries on a trade, profession or business in Hong Kong and the sum has a Hong Kong source unless otherwise exempted. The source of such sums will generally be determined by having regard to the manner in which the Notes are acquired and disposed of.

In certain circumstances, Hong Kong profits tax exemptions (such as concessionary tax rates) may be available. Investors are advised to consult their own tax advisors to ascertain the applicability of any exemptions to their individual position.

## Stamp duty

Stamp duty will not be payable on the issue of Bearer Notes, provided that either:

- (a) such Bearer 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
- (b) such Bearer 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 per cent. of the market value of the Bearer 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 transfers of Registered Notes, provided that either:

- (a) Such 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
- (b) Such Registered Notes constitute loan capital (as defined in the SDO).

With effect from 1 August 2021, if stamp duty is payable in respect of the transfer of Registered Notes, it will be payable at the rate of 0.26 per cent. (of which 0.13 per cent. is payable by the seller and 0.13 per cent. is payable by the purchaser) normally by reference to the consideration or its value, whichever is higher. In addition, stamp duty is payable at the fixed rate of HK\$5.00 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, as amended, 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 relevant Issuer may be a foreign financial institution for these purposes. A number of jurisdictions (including the PRC and Hong Kong) 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, proposed regulations have been issued that provide that such withholding would not apply prior to the date that is two years after the date on which final regulations defining foreign passthru payments are published in the U.S. Federal Register. In the preamble to the proposed regulations, the U.S. Treasury Department indicated that taxpayers may rely on these proposed regulations until the issuance of final regulations. Additionally, Notes characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal tax purposes that are issued on or prior to the date that is six months after the date on which final regulations defining “foreign passthru payments” are published generally would be “grandfathered” for purposes of FATCA withholding unless materially modified after such date. However, if additional Notes (as described under “*Terms and Conditions of the Notes – Further Issues*”) that are not distinguishable from previously issued Notes are issued after the expiration of the grandfathering period and are subject to withholding under FATCA, then withholding agents may treat all Notes, including the previously issued Notes offered prior to the expiration of the grandfathering period, as subject to withholding under FATCA. Noteholders should consult their own tax advisers regarding how these rules may apply to their investment in the Notes. In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Notes, no person will be required to pay additional amounts as a result of the withholding.

## SUBSCRIPTION AND SALE

### OVERVIEW OF DEALER AGREEMENT

The Dealer has, in an amended and restated dealer agreement (the “**Dealer Agreement**”) dated 23 May 2022, agreed with the Bank (on behalf of itself and each Branch Issuer as issuer) a basis upon which they or any of them may from time to time agree to purchase Notes. Any such agreement will extend to those matters stated under “*Forms of the Notes*” and “*Terms and Conditions of the Notes*”. The relevant Issuer will pay each relevant Dealer a commission as agreed between them in respect of Notes subscribed by it. Where the relevant Issuer 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. The relevant Issuer has agreed to reimburse the Arranger for certain of their expenses incurred in connection with the establishment, and any future update, of the Programme and the Dealer for 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.

The relevant Issuer 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 connection with the issue of any Tranche of Notes, the Dealer or Dealers (if any) named as Stabilisation Manager(s) (the “**Stabilisation Manager(s)**”) (or persons acting on behalf of any Stabilisation Manager(s)) may, in accordance with all applicable laws and rules, over-allot the 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, but in so doing, the Stabilisation Manager(s) or any person acting on behalf of the Stabilisation Manager(s) shall act as principal and not as agent of the relevant Issuer. However, there is no assurance that the Stabilisation Manager or persons acting on behalf of any Stabilisation Manager will undertake stabilisation action. Any loss or profit sustained as a consequence of any such over-allotment or stabilisation shall, as against the relevant Issuer, be for the account of the Stabilisation Manager(s).

In connection with each Tranche of Notes issued under the Programme, the Dealer or certain of their affiliates or affiliates of the relevant Issuer, may act as investors and place orders, receive allocations and trade the Notes for their own account and such orders, allocations or trade of the Notes may be material. Such entities may hold or sell such Notes or purchase further Notes for their own account in the secondary market or deal in any other securities of the relevant Issuer, and therefore, they may offer or sell the Notes or other securities otherwise than in connection with the offering of the relevant Tranche of Notes. Accordingly, references herein to the Notes being ‘offered’ should be read as including any offering of the Notes to the Dealer and/or their respective affiliates or affiliates of the relevant Issuer or the Bank as investors for their own account. Such entities are not expected to disclose such transactions or the extent of any such investment, otherwise than in accordance with any applicable legal or regulatory requirements. If such transactions occur, the trading price and liquidity of the Notes may be impacted.

Furthermore, it is possible that a significant proportion of any Tranche or Series of the Notes may be initially allocated to, and subsequently held by, a limited number of investors. If this is the case, the trading price and liquidity of trading in such Notes may be constrained (see “*Risk Factors – Risks relating to the Market Generally – 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*”). The relevant Issuer and the Dealer are under no obligation to disclose the extent of the distribution of the Notes amongst individual investors, otherwise than in accordance with any applicable legal or regulatory requirements.

Further, the Dealer 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 the relevant Issuer, the Bank or its subsidiaries or affiliates at the same time as the offer and sale of each Tranche 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 Tranche of Notes to which a particular Pricing Supplement relates (notwithstanding that such selected counterparties may also be purchasers of such Tranche of Notes).

In addition, the Dealer and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities (“**Banking Services or Transactions**”). The Dealer and certain of their subsidiaries or affiliates may have, from time to time, performed and may in the future perform, various Banking Services or Transactions with the relevant Issuer, the Bank and/or its subsidiaries or affiliates, from time to time, for which they have received customary fees and expenses. The Dealer and their subsidiaries or affiliates may, from time to time, engage in transactions and perform services for the relevant Issuer, the Bank and/or its subsidiaries and affiliates in the ordinary course of their business.

In the ordinary course of their various business activities, the Dealer and their respective affiliates may also make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the relevant Issuer or the Bank, including any Tranche or Series of the Notes and could adversely affect the trading price and liquidity of such Notes. The Dealer and their affiliates may make investment recommendations and/or publish or express independent research views (positive or negative) in respect of the Notes or other financial instruments of the relevant Issuer or the Bank, and may recommend to their clients that they acquire long and/or short positions in the Notes or other financial instruments of the relevant Issuer or the Bank.

If a jurisdiction requires that the offering is made by a licensed broker or dealer and a relevant Dealer or any affiliate of the relevant Dealer is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the relevant Dealer or such affiliate on behalf of the relevant Issuer (as defined below) in such jurisdiction.

## **SELLING RESTRICTIONS**

### **United States**

The Notes have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from, or not subject to the registration requirements of the Securities Act.

In connection with any Notes which are offered or sold outside the United States in reliance on an exemption from the registration requirements of the Securities Act provided under Regulation S (“**Regulation S Notes**”), each Dealer has represented, warranted, undertaken and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant, undertake and agree, that it will not offer, sell or deliver such Regulation S Notes (i) as part of their distribution at any time or (ii) otherwise until 40 days after the completion of the distribution by the relevant Dealer or, in the case of an issue of Notes on a syndicated basis, the relevant lead manager, of all Notes of the Tranche of which such Regulation S Notes are a part, within the United States or to, or for the account or benefit of, U.S. persons except in accordance with Regulation S. Each Dealer has further agreed, and each further Dealer appointed under the Programme will be required to agree, that it will send to each dealer to which it sells any Regulation S Notes during the distribution compliance period a confirmation or other notice setting forth the restrictions on offers and sales of the Regulation S Notes within the United States or to, or for the account or benefit of, U.S. persons. Terms used in the two preceding paragraphs have the meanings given to them by Regulation S.

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. Treasury regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986, as amended.

In addition, until 40 days after the commencement of the offering of any identifiable Tranche of Notes, an offer or sale of Notes within the United States by any Dealer (whether or not participating in the offering) of such Tranche of Notes may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A or other available exemption from registration under the Securities Act.

This Offering Circular has been prepared by the Bank for use in connection with the offer and sale of the Notes outside the United States and for the resale of the Notes in the United States. The relevant Issuer and the Dealers reserve the right to reject any offer to purchase the Notes, in whole or in part, for any reason. This Offering Circular does not constitute an offer to any person in the United States or to any U.S. person (within the meaning of Regulation S), other than any QIB to whom an offer has been made directly by one of the Dealers or its U.S. broker dealer affiliate. Distribution of this Offering Circular by any non-U.S. person outside the United States or by any QIB in the United States to any U.S. person or to any other person within the United States, other than any QIB and those persons, if any, retained to advise such non-U.S. person or QIB with respect thereto, is unauthorised and any disclosure without the prior written consent of the relevant Issuer of any of its contents to any such U.S. person or other person within the United States, other than any QIB and those persons, if any, retained to advise such non-U.S. person or QIB, is prohibited.

Dealers may arrange for the resale of Notes to QIBs pursuant to Rule 144A and each such purchaser of Notes is hereby notified that the Dealers may be relying on the exemption from the registration requirements of the Securities Act provided by Rule 144A. The minimum aggregate principal amount of Notes which may be purchased by a QIB pursuant to Rule 144A is U.S.\$200,000 (or the approximate equivalent thereof in any other currency). To the extent that the relevant Issuer is not subject to or does not comply with the reporting requirements of Section 13 or 15(d) of the Exchange Act or the information furnishing requirements of Rule 12g3-2(b) thereunder, the relevant Issuer has agreed to furnish to holders of Notes and to prospective purchasers designated by such holders, upon request, such information as may be required by Rule 144A(d)(4).

Where the relevant Pricing Supplement for Bearer Notes specifies that the TEFRA D Rules are applicable, the Bearer Notes will be issued in accordance with the provisions of the TEFRA D Rules. Where the relevant Pricing Supplement for Bearer Notes specifies that the TEFRA C Rules are applicable, the Bearer Notes will be issued in accordance with the provisions of TEFRA C Rules. Where the relevant Pricing Supplement specifies that TEFRA is not applicable, the Notes will not be issued in accordance with the provisions of either the TEFRA D Rules or the TEFRA C Rules.

### **The TEFRA D Rules**

Where the TEFRA D Rules are specified in the relevant Pricing Supplement as being applicable in relation to any Tranche of Notes, each Dealer has represented, warranted and undertaken, and each further Dealer appointed under the Programme will be required to represent, warrant and undertake, to the relevant Issuer in relation to each Tranche of Notes in bearer form that:

- (a) *Restrictions on offers, etc.:* except to the extent permitted under the U.S. Treas. Reg. Section 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 Code) (the “**TEFRA D Rules**”):
  - (i) *No offers etc. to United States or United States persons:* it has not offered or sold, and during the 40-day restricted period will not offer or sell, any Notes in bearer form to a person who is within the United States or its possessions or to a United States person; and
  - (ii) *No delivery of definitive Notes in the United States:* it has not delivered and will not deliver in definitive form within the United States or its possessions any Notes in bearer form sold during the restricted period,
- (b) *Internal procedures:* it has, and throughout the restricted period will have, in effect procedures reasonably designed to ensure that its employees or agents who are directly engaged in selling Notes in bearer form are aware that such Notes may not be offered or sold during the restricted period to a person who is within the United States or its possessions or to a United States person, except as permitted by the TEFRA D Rules; and



- (c) *Additional provision if United States person*: if it is a United States person, it is acquiring the Notes in bearer form for the purposes of resale in connection with their original issuance and, if it retains Notes in bearer form for its own account, it will only do so in accordance with the requirements of United States Treasury Regulation §1.163-5(c)(2)(i)(D)(6) (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); and
- (d) with respect to each affiliate of such Dealer that acquires Notes in bearer form from such Dealer for the purpose of offering or selling such Notes during the restricted period, such Dealer has undertaken, and each further Dealer appointed under the Programme will be required to undertake, to the relevant Issuer that it will obtain from such affiliate for the benefit of the relevant Issuer the representations, warranties and undertakings contained in paragraph (a) (*Restrictions on offers, etc.*), paragraph (b) (*Internal procedures*) and paragraph (c) (*Additional provision if United States person*); and
- (e) it will obtain from any distributor (within the meaning of U.S. Treas. Reg. Section 1.163-5(c)(2)(i)(D)(4)(ii)) (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) that purchases any Notes from it pursuant to a written contract with such Dealer (except a distributor that is one of its affiliates or is another Dealer), for the benefit of the relevant Issuer and each other Dealer, the representations contained in, and such distributor's agreement to comply with, the provisions of subparagraphs (a), (b), (c) and (d) of this paragraph insofar as they relate to the TEFRA D Rules, as if such distributor were a Dealer hereunder.

### **The TEFRA C Rules**

Where the TEFRA C Rules are specified in the relevant Pricing Supplement as being applicable in relation to any Tranche of Notes, the Notes must be issued and delivered outside the United States and its possessions in connection with their original issuance and, accordingly, each Dealer has represented, warranted and undertaken, and each further Dealer appointed under the Programme will be required to represent, warrant and undertake, to the relevant Issuer that, in connection with the original issuance of the Notes:

- (a) *No offers etc. in United States*: it has not offered, sold or delivered, and will not offer, sell or deliver, directly or indirectly, any Notes in bearer form within the United States or its possessions in connection with the original issue; and
- (b) *No communications with United States*: it has not communicated, and will not communicate, directly or indirectly, with a prospective purchaser if such Dealer or such prospective purchaser is within the United States or its possessions and will not otherwise involve the United States office of such Dealer in the offer and sale of Notes in bearer form.

### **Interpretation**

Terms used in the paragraph "Dealers' compliance with United States securities laws" have the meanings given to them by Regulation S under the Securities Act. Terms used in the paragraphs "*The TEFRA D Rules*" and "*The TEFRA C Rules*" have the meanings given to them by the United States Internal Revenue Code and regulations thereunder, including the TEFRA C Rules and the TEFRA D Rules.

### **Index-, commodity- or currency-linked Notes**

Each issuance of index-, commodity- or currency-linked Notes shall be subject to additional U.S. selling restrictions as the relevant Dealer(s) shall agree with the relevant Issuer as a term of the issuance and purchase or, as the case may be, subscription of such Notes. Each Dealer has agreed, and each further Dealer appointed under the Programme will be required to agree, that it shall offer, sell and deliver such Notes only in compliance with such additional U.S. selling restrictions.



## European Economic Area

### *Prohibition of Sales to EEA Retail Investors*

Unless the Pricing Supplement in respect of any Notes specifies “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 (EU) 2016/97 (as amended, the “**Insurance Distribution 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 Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”); 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 for the Notes.

If the 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, 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 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 Member State except that it may make an offer of such Notes to the public in that 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 1(4) of the Prospectus Regulation in that 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 Member State or, where appropriate approved in another Member State and notified to the competent authority in that Member State, provided that any such prospectus has subsequently been completed by the Pricing Supplement contemplating such Non-exempt Offer, in accordance with the Prospectus Regulation, 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 Regulation;
- (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 Regulation) 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 1(4) of the Prospectus Regulation,

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 Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an “**offer of Notes to the public**” in relation to any Notes in any 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 for the Notes and the expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129, as amended.

## **United Kingdom**

### *Prohibition of Sales to UK Retail Investors*

Unless the Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to UK 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 United Kingdom. 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 (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or
  - (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or
  - (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation; 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 for the Notes.

If the Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to UK 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 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 the United Kingdom except that it may make an offer of such Notes to the public in the United Kingdom:

- (c) *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 section 86 of the FSMA (a “**Public Offer**”), following the date of publication of a prospectus in relation to such Notes which has been approved by the Financial Conduct Authority, provided that any such prospectus has subsequently been completed by Pricing Supplement contemplating such Public Offer, in the period beginning and ending on the dates specified in such prospectus or the Pricing Supplement, as applicable, and the relevant Issuer has consented in writing to its use for the purpose of that Public Offer;
- (d) *Qualified Investors*: at any time to any legal entity which is a qualified investor as defined in Article 2 of the UK Prospectus Regulation;
- (e) *Fewer than 150 offerees*: at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of the UK Prospectus Regulation) in the United Kingdom subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the relevant Issuer for any such offer; or
- (f) *Other exempt offers*: at any time in any other circumstances falling within section 86 of the FSMA,

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 Section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision the expression an “**offer of Notes to the public**” in relation to any Notes 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 for the Notes; and the expression “**UK Prospectus Regulation**” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

#### *Other regulatory restrictions*

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent 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 as 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 an 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 would not, if the relevant Issuer was not an authorised person, apply to such relevant Issuer; 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.

#### **Japan**

Each Dealer has understood, and each further Dealer appointed under the Programme will be required to understand, that the Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the “**Financial Instruments and Exchange Act**”). Accordingly, 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, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell any Notes in Japan or to, or for the benefit of, any 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 re-sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

## **Hong Kong**

In relation to each Tranche of Notes to be issued by the relevant Issuer under the Programme, 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) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes, except for Notes which are a “structured product” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the “SFO”), other than (i) to “professional investors” as defined in the SFO and any rules made under the SFO; or (ii) 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 (the “C(WUMP)O”) or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and
- (b) 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 the SFO.

## **The People’s Republic of China**

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 People’s Republic of China (excluding Hong Kong, Macau and Taiwan) or to residents of the PRC as part of the initial distribution of the Notes unless such offer or sale is made in compliance with all applicable laws and regulations of the PRC.

## **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 registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Dealer has represented, warranted and agreed that, and each further Dealer appointed under the Programme will be required to represent, warrant 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 or 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 2001 (2020 Revised Edition) of Singapore, as modified or amended from time to time (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 or securities-based derivatives contracts (each term as defined in Section 2(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:

- (i) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(c)(ii) of the SFA;
- (ii) where no consideration is or will be given for the transfer;
- (iii) where the transfer is by operation of law;
- (iv) as specified in Section 276(7) of the SFA; or
- (v) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

*Singapore SFA Product Classification: In connection with Section 309B of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore (the "SFA") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "CMP Regulations 2018"), unless otherwise specified before an offer of Notes, the relevant 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).*

## **General**

No action has been or will be taken in any jurisdiction that would permit a public offering of any of the Notes, or possession or distribution of this Offering Circular or any other offering material, in any country or jurisdiction where action for that purpose is required.

These selling restrictions may be modified by the agreement of each of the relevant Issuer and the Dealers 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.

## TRANSFER RESTRICTIONS

As a result of the following restrictions, purchasers of Notes in the United States are advised to consult legal counsel prior to making any purchase, offer, sale, resale or other transfer of such Notes.

Each purchaser of Registered Notes (other than a person purchasing an interest in a Global Note Certificate with a view to holding it in the form of an interest in the same Global Note Certificate) or person wishing to transfer an interest from one Global Note Certificate to another or from global to definitive form or vice versa, will be required to acknowledge, represent and agree, and each person purchasing an interest in a Global Note Certificate with a view to holding it in the form of an interest in the same Global Note Certificate will be deemed to have acknowledged, represented and agreed, as follows (terms used in this paragraph that are defined in Rule 144A or in Regulation S are used herein as defined therein):

- (i) that either: (a) it is a QIB, purchasing (or holding) the Notes for its own account or for the account of one or more QIBs and it is aware, and each beneficial owner of the Notes has been advised, that any sale to it is being made in reliance on Rule 144A (b) it is or at the time the Notes are purchased will be, the beneficial owner of such Notes, it is not a U.S. person and located outside the United States (within the meaning of Regulation S and it is not an affiliate of the relevant Issuer or a person acting on behalf of such an affiliate;
- (ii) that it is not a broker-dealer which owns and invests on a discretionary basis less than U.S.\$25,000,000 in securities of unaffiliated issuers;
- (iii) that it is not formed for the purpose of investing in the relevant Issuer;
- (iv) that it, and each account for which it is purchasing, will hold and transfer at least the minimum denomination of the Notes;
- (v) that it understands that the relevant Issuer may receive a list of participants holding positions in its securities from one or more book-entry depositories;
- (vi) that the Notes are being offered and sold in a transaction not involving a public offering in the United States within the meaning of the Securities Act, and that the Notes have not been and will not be registered under the Securities Act or any other applicable securities laws of any state of the United States and the relevant Issuer has not registered and does not intend to register as an investment company under the Investment Company Act and, accordingly, the Notes may not be offered or 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 except as set forth below;
- (vii) that, unless it holds an interest in a Unrestricted Global Note Certificate and either is a person located outside the United States or is not a U.S. person, if in the future it decides to resell, pledge or otherwise transfer the Notes or any beneficial interests in the Notes, it will do so, prior to the expiration of the applicable required holding period determined pursuant to Rule 144 of the Securities Act from the later of the last Issue Date for the Series and the last date on which the relevant Issuer or an affiliate of the relevant Issuer was the owner of such Notes, only (a) to the relevant Issuer or any affiliate thereof, (b) inside the United States to a person whom the seller, and any person acting on the seller's behalf, reasonably believes is a QIB purchasing for its own account or for the account of a QIB in a transaction meeting the requirements of Rule 144A, (c) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S, (d) pursuant to an exemption from registration provided by Rule 144 thereunder (if available) or (e) pursuant to an effective registration statement under the Securities Act, in each case in accordance with all applicable securities laws of any states of the United States;
- (viii) it will, and will require each subsequent holder to, notify any purchaser or transferee, as applicable, of the Notes from it of the resale and transfer restrictions referred to in paragraph (vii) above, if then applicable;
- (ix) that Notes initially offered in the United States to QIBs will be represented by one or more Restricted Global Note Certificates and that Notes offered outside the United States in reliance on Regulation S will be represented by one or more Unrestricted Global Note Certificate;



- (x) that it understands that the relevant Issuer has the power to compel any beneficial owner of Notes represented by a Restricted Global Note Certificate that is a U.S. person and is not a QIB to sell its interest in such Notes, or may sell such interest on behalf of such owner. The relevant Issuer has the right to refuse to honour the transfer of an interest in any Restricted Global Note Certificate to a U.S. person who is not a QIB. Any purported transfer of an interest in a Restricted Global Note Certificate to a purchaser that does not comply with the requirements of the transfer restrictions herein will be of no force and effect and will be void;
- (xi) except as otherwise provided in a supplement to the Offering Circular, either: (i) no assets of a Benefit Plan Investor, or non-U.S. plan, governmental or church plan that are subject to Similar Law have been used to acquire such Notes or an interest therein; or (ii) the purchase, holding and subsequent disposition of such Notes or an interest therein by such person will not constitute or result in a non-exempt prohibited transaction under ERISA or the Code or violation of Similar Law. Any purported purchase or transfer of such an interest that does not comply with the foregoing shall be null and void;
- (xii) to the extent Benefit Plan Investors or Similar Law plans are prohibited from purchasing a Note or any interest therein under a supplement to the Offering Circular, it is not, and for so long as it holds such Note or interest it will not be, a Benefit Plan Investor or a governmental, church or non-U.S. plan that is subject to Similar Law. Any purported purchase or transfer that does not comply with the foregoing shall be null and void;
- (xiii) that the Notes in registered form, other than the Unrestricted Global Note Certificate, will bear a legend to the following effect unless otherwise agreed to by the relevant Issuer:

“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 REGULATIONS 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.”;

- (xiv) that the Notes in registered form which are registered in the name of a nominee of DTC will bear an additional legend to the following effect unless otherwise agreed to by the relevant Issuer:

“IF THIS NOTE CERTIFICATE IS REGISTERED IN THE NAME OF CEDE & CO. (OR SUCH OTHER PERSON AS MAY BE NOMINATED BY THE DEPOSITORY TRUST COMPANY (DTC) FOR THE PURPOSE) (COLLECTIVELY, CEDE & CO.) AS NOMINEE FOR DTC, THEN, UNLESS THIS NOTE CERTIFICATE IS PRESENTED BY AN AUTHORISED REPRESENTATIVE OF DTC TO THE ISSUER OR ITS AGENT FOR REGISTRATION OR TRANSFER, EXCHANGE OR PAYMENT AND ANY NOTE CERTIFICATE ISSUED UPON REGISTRATION OF TRANSFER OR EXCHANGE OF THIS NOTE CERTIFICATE IS REGISTERED IN THE NAME OF CEDE & CO. (OR SUCH OTHER NAME AS MAY BE REQUESTED BY AN AUTHORISED REPRESENTATIVE OF DTC) AND ANY PAYMENT HEREUNDER IS MADE TO CEDE & CO. (OR, AS THE CASE MAY BE, SUCH OTHER PERSON), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL, SINCE THE REGISTERED OWNER HEREOF, CEDE & CO. (OR, AS THE CASE MAY BE, SUCH OTHER PERSON), HAS AN INTEREST HEREIN.”;

- (xv) if it is outside the United States and is not a U.S. person, that if it should resell or otherwise transfer the Notes prior to the expiration of the distribution compliance period (defined as 40 days after the later of the commencement of the offering and the closing date with respect to the original issuance of the Notes), it will do so only (a) (i) outside the United States in compliance with Rule 903 or 904 under the Securities Act or (ii) to a QIB in compliance with Rule 144A and (b) in accordance with all applicable U.S. State securities laws; and it acknowledges that the Unrestricted Global Note Certificate will bear a legend to the following effect unless otherwise agreed to by the relevant Issuer:

“THIS NOTES HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE SECURITIES ACT), OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND NEITHER THIS NOTE NOR ANY PORTION HEREOF MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS, EXCEPT PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT.”; and

- (xvi) it understands that the Notes offered in reliance on Rule 144A will be represented by Restricted Global Note Certificates. Before any interest in a Restricted Global Note Certificate may be offered, sold, pledged or otherwise transferred to a person who takes delivery in the form of an interest in the Unrestricted Global Note Certificate, it will be required to provide a Transfer Agent with a written certification (in the form provided in the Agency Agreement) as to compliance with applicable securities laws;
- (xviii) it understands that the Notes offered in reliance on Rule S will be represented by Unrestricted Global Note Certificates; and prior to the expiration of the distribution compliance period, before any interest in an Unrestricted Global Note Certificate may be offered, sold, pledged or otherwise transferred to a person who takes delivery in the form of an interest in a Restricted Global Note Certificate, it will be required to provide a Transfer Agent with a written certification (in the form provided in the Agency Agreement) as to compliance with applicable securities laws; and
- (xix) that the relevant Issuer, each Registrar, the relevant Dealer(s) and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that if any of such acknowledgements, representations or agreements made by it are no longer accurate, it shall promptly notify the relevant Issuer; and if it is acquiring any Notes for the account of one or more QIBs, it 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.
- (xx) No sale of legended Notes in the United States to any one purchaser will be for less than U.S.\$200,000 (or its foreign currency equivalent) principal amount or, in the case of sales to Institutional Accredited Investors, U.S.\$500,000 (or its foreign currency equivalent) principal amount and no legended Note will be issued in connection with such a sale in a smaller principal amount. If the purchaser is a non-bank fiduciary acting on behalf of others, each person for whom it is acting must purchase at least U.S.\$200,000 (or its foreign currency equivalent) or, in the case of sales to Institutional Accredited Investors, U.S.\$500,000 (or its foreign currency equivalent) principal amount of Registered Notes.

## 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 after 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. 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 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 Authorisation (2015) No. 317, (2018) No. 506, (2018) No. 1364 and (2019) No. 876 of Industrial and Commercial Bank of China Limited passed on 24 March 2015, 26 April 2018, 6 November 2018 and 9 August 2019 and Authorisation (2020) No. 14 and (2020) No. 54 of the Department of Assets and Liabilities Management of Industrial and Commercial Bank of China Limited passed on 24 February 2020 and 11 June 2020. The relevant Issuer has obtained, or will obtain from time to time, all necessary consents, approvals and authorisations in connection with the issue of the Notes and the performance of its obligations under the Notes.

### 3. LEGAL AND ARBITRATION PROCEEDINGS

The Bank is involved in legal proceedings in the ordinary course of its business. Most of the legal proceedings were initiated by the Bank for recovering NPLs, while some legal proceedings arose from customer disputes. Each of the Bank and the relevant Issuer is not or has not been involved in any governmental, legal or arbitration proceedings, (including any such proceedings which are pending or threatened, of which the Bank or, as the case may be, each of the relevant Issuer 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 or trading position or profitability of the Group.

### 4. SIGNIFICANT/MATERIAL CHANGE

Save as disclosed in this Offering Circular, since 31 December 2021, there has been no material adverse change in the financial position or prospects nor has there been, any significant change in the financial or trading position or prospects of the Group.

### 5. AUDITOR

The Group's audited consolidated financial statements as at and for the years ended 31 December 2020 and 2021 which are incorporated by reference in this Offering Circular, have been audited by KPMG and Deloitte, respectively, as stated in their respective reports appearing therein.

### 6. NATIONAL DEVELOPMENT AND REFORM COMMISSION FILINGS

On 14 September 2015, the National Development and Reform Commission (the "NDRC") promulgated the Notice on Promoting the Reform of the Filing and Registration System for Issuance of Foreign Debt by Corporates (Fa Gai Wai Zi [2015] No. 2044) (the "NDRC Notice") (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), which came into effect on the same day. According to the current interpretation of the NDRC Notice, if a PRC enterprise or an offshore enterprise or branch controlled by a PRC enterprise wishes to issue bonds outside of the PRC with a maturity of more than one year ("Relevant Offshore Bonds"), such enterprise must, in advance of issuing such bonds, file certain prescribed documents with the NDRC and procure a registration certificate from the NDRC in respect of such issuance (the "Pre-Issuance Registration Certificate"). In addition, the enterprise must also report certain details of the bonds to the NDRC within 10 PRC working days of the completion of the bond issue (the "Post-Issuance Filing"). The Post-Issuance Filing is a procedural matter which involves the reporting of certain post-issuance

information by the enterprise to the NDRC rather than a substantive approval process, and failure to complete the Post-Issuance Filing will not adversely affect the validity of the relevant bonds or any other bonds issued by the enterprise from time to time. Furthermore, a decision by the NDRC not to grant the Pre-Issuance Registration Certificate in respect of any issue of bonds or notes will not adversely affect the validity of any previous issuance of bonds or notes by the relevant enterprise. However, given the fact that neither the NDRC Notice, nor PRC law generally, addresses such matters, it is not possible to predict with certainty how the NDRC or PRC law may treat such matters in the future.

The Bank has obtained an annual foreign debt quota from the NDRC (the “**Quota**”), pursuant to which the Group may issue up to a specified aggregate amount of Relevant Offshore Bonds without the need to obtain a Pre-Issuance Registration Certificate in respect thereof. Accordingly, where the relevant Issuer proposes to issue Notes under the Programme which would constitute Relevant Offshore Bonds, no Pre-Issuance Registration Certificate will need to be obtained from the NDRC in respect of such issue, provided that (i) the aggregate principal amount of such Notes, taken together with any other issue(s) of Relevant Offshore Bonds previously issued under the Quota, does not exceed the Quota and (ii) the Bank duly authorises the relevant Issuer to utilise such annual foreign debt Quota for the purposes thereof. Where the Quota is not available for any issue of Notes under the Programme which constitute Relevant Offshore Bonds, a specific Pre-Issuance Registration Certificate will be required in respect thereof. Whether or not a specific Pre-Issuance Registration Certificate is required to be obtained under the NDRC Notice for a particular issue of Notes under the Programme, the relevant Issuer will (where such Notes constitute Relevant Offshore Bonds) in any event be required to make the relevant Post-Issuance Filing with the NDRC within 10 PRC working days after the issue of the Notes. The relevant Issuer undertakes to file or procure that the Bank files the required information relating to the issue of the Notes within the required period in accordance with the NDRC Notice.

On 12 January 2017, the PBOC promulgated the PBOC Notice on Relevant Matters about Macro-Prudential Management of Cross-Border Financing in Full Aperture (《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》), which came into effect on the same date (the “**PBOC Notice**”), and which imposes certain filing, reporting and other requirements on PRC companies and financial institutions that engage in cross-border financing activities. After consultation with the PBOC regarding the relevant filing and reporting requirements under the PBOC Notice, the Bank has confirmed that its offshore branches should not be considered to be PRC residents and, therefore, the relevant filing and reporting requirements under the PBOC Notice should not be applicable to issuances of Notes by the relevant Issuer under the Programme so long as the proceeds from the issuance of the Notes will not be applied within the PRC. However, the PBOC Notice remains relatively new and the implementation rules have not yet been published. Therefore, following the date of this Offering Circular, the Bank may be required to make reporting or take other steps to comply with the PBOC Notice, the nature and extent of which are not currently foreseeable by the Bank. No assurance can be given that the Bank will need to comply with the PBOC Notice, including, without limitation, where the proceeds from an issuance of Notes by the relevant Issuer under the Programme are applied within the PRC.

## 7. DOCUMENTS ON DISPLAY

Copies of the following documents may be inspected during normal business hours on any weekday (Saturdays and public holidays excepted) at the office of the Hong Kong Branch at 33/F, ICBC Tower, 3 Garden Road, Central, Hong Kong and the specified office of the Issuing and Paying Agent at Level 24, HSBC Main Building, 1 Queen’s Road Central, Hong Kong for so long as the Notes are capable of being issued under the Programme:

- (i) the articles of association of the Bank;
- (ii) (a) the audited consolidated financial statements of the Group as at and for the year ended 31 December 2020, (b) the audited consolidated financial statements of the Group as at and for the year ended 31 December 2021 and (c) the announcement of the Group’s first quarterly results of 2022, containing the unaudited and unreviewed consolidated financial results of the Group as at and for the three months ended 31 March 2022 (published on 29 April 2022);

- (iii) the latest annual report and audited annual consolidated financial statements, and any consolidated interim financial statements (whether audited or unaudited, reviewed or unreviewed) published subsequently to such audited annual financial statements, of the Group;
- (iv) each Pricing Supplement (which 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 Issuing and 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 Deed of Covenant;
- (vii) the Agency Agreement (which contains the forms of the Notes in global and definitive form);  
and
- (viii) the Programme Manual.

## **8. CLEARING OF THE NOTES**

The Notes may be accepted for clearance through Euroclear and Clearstream. In addition, the relevant Issuer may make an application for any Registered Notes to be accepted for trading in book-entry form by DTC. Acceptance by DTC of such Notes will be confirmed in the relevant Pricing Supplement. The relevant Issuer may also apply to have Notes accepted for clearance through the CMU. The relevant CMU instrument number, CUSIP number, common code and the International Securities Identification Number in relation to the Notes of each Tranche 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.

## **9. LEGAL ENTITY IDENTIFIER**

The Legal Entity Identifier of the Bank is 5493002ERZU2K9PZDL40.

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31 DECEMBER 2019 AND 2020)**

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31 DECEMBER 2021)**

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