This summary aims to give you an overview of the information contained in this prospectus. As this is a summary, it does not contain all the information that may be important to you. You should read this prospectus in its entirety before you decide to invest in our shares.

There are risks associated with any investment. Some of the particular risks in investing in our shares are set out in the section headed "Risk Factors." You should read that section carefully before you decide to invest in our shares.

The market share and industry data in this prospectus were derived from data prepared in accordance with PRC GAAP or other applicable local GAAP, which may differ from IFRS in certain significant respects.

OVERVIEW

We are the largest commercial bank in China in terms of total assets, loans and deposits. At December 31, 2005, we had RMB6,456.1 billion (US$816.8 billion) in total assets, RMB3,289.6 billion (US$416.2 billion) in total loans, RMB5,736.9 billion (US$725.8 billion) in total deposits, and our total operating income in 2005 was RMB171.6 billion (US$21.7 billion). Our assets, loans and deposits represented 16.8%, 15.4% and 19.4% of the total assets, total loans and total deposits, respectively, of all banking institutions in China, and 31.4%, 30.4% and 32.6% of the total assets, total loans and total deposits, respectively, of the Big Four commercial banks at December 31, 2005, based on PRC GAAP statistical data published by the PBOC.

We primarily operate in China and provide an extensive range of commercial banking products and services. According to the PBOC, we were:

- the largest corporate bank in China in terms of outstanding corporate loans, discounted bills and corporate deposits at December 31, 2005;
- the largest personal bank in China in terms of outstanding personal loans and personal deposits at December 31, 2005; and
- the leading service provider in credit card, quasi-credit card and debit card businesses in China in terms of the aggregate transaction volume in 2005.

At June 30, 2006, we had more than 2.5 million corporate customers and more than 150 million personal customers. We serve our customers through our traditional branch network, which, at June 30, 2006, comprised 18,038 domestic branches, outlets and other establishments (including our head office), and through our electronic banking network, which, at June 30, 2006, comprised a range of Internet and telephone banking services, 1,610 self-service banking centers and 19,026 ATMs.

We are headquartered in Beijing and, at June 30, 2006, had 98 overseas branches, subsidiaries, representative offices and outlets. We currently maintain branches in Hong Kong, Macau, Singapore, Tokyo, Seoul, Busan, Frankfurt and Luxembourg and representative offices in New York, Moscow and Sydney. In addition, we have subsidiaries in Hong Kong, London and Almaty. ICBC (Asia), which is controlled by us, was the sixth largest Hong Kong-incorporated bank listed, or controlled by a company that is listed, on the Hong Kong Stock Exchange in terms of total assets at December 31, 2005.

We believe that "Industrial and Commercial Bank of China" (中國工商銀行) is one of the most recognized financial services brands in China. We were named "Bank of the Year in 2004 (China)" by *The Banker*, "Best Bank Award" for China in 2005 by *Global Finance*, "Best Bank in China" in 2004 by *EuroMoney*, "Best Domestic Commercial Bank in China" in 2004 and 2005 by *Asiamoney*, "Best Retail Bank in China" in 2004 and 2005 and "Best Retail Bank (State-owned) in China" in 2006 by *The Asian Banker*, "Best Consumer Internet Bank" in China in 2004, 2005 and 2006 by *Global Finance*, "Bank with Best Investment Management Services in Corporate Internet Banking" in Asia Pacific in 2006 by *Global Finance*, "Best Local Bank in China" in 2003 and 2004 by *FinanceAsia*, "Best Custodian Bank in China" in 2005 by *The Asset*, "Best Custodian Bank in China" in 2004 and 2005 by *Global Custodian*, and "Best Sub-Custodian in China" in 2004 by *Asiamoney*. We received the worldwide "Networking Initiative of the Year" award in 2006 from *The Banker*, the "Best Banking Technology Development Award" in 2004 from the PBOC, the First Prize of "China Internet Industry Survey Report for Internet Banking" in 2005 from the Internet Society of China, the "Gold Award for Customer Care and Public Service in China" in 2005 from the Ministry of Information Industry, "The Most-Used Bank by Consumers in China" in 2003 from *AC Nielsen* and the title of "Best Finance, Economics and Securities Website in China" in 2005 from *Securities Times*.

Since 1999, we have implemented a series of reform measures that we believe have significantly transformed our business, operations and corporate culture. In particular, we have focused on developing comprehensive risk management systems and rationalizing our business structure and organization. Our business focus and structure have evolved to meet our customers' demand for a broad range of banking products and services. We have focused on expanding our personal banking operations, particularly in high-growth fee- and commission-based segments, and we have established ourselves as a leading electronic banking service provider. Through significant investments in information technology, we have established centralized information systems designed to enable us to analyze the activities of our customer base, target attractive client segments and enhance our risk management and other internal control capabilities. We believe that, as a result of our reforms, our business structure and processes, corporate governance practices and internal controls are among the most advanced of PRC commercial banks. Our financial restructuring in 2005 has significantly strengthened our capital base, and we believe that we are currently well-positioned to pursue our next phase of growth.

OUR COMPETITIVE STRENGTHS

Our principal competitive strengths include:

- *Largest PRC Commercial Bank with a Leading Market Position in Major Business Segments.* We are the largest PRC commercial bank in terms of total loans and deposits. In addition, we have also established leading positions in numerous corporate banking, personal banking and treasury business lines.
- *Large High-Quality Corporate and Personal Banking Customer Base.* We believe that we have the largest corporate banking customer base in China with more than 2.5 million corporate banking customers, including approximately 57,710 borrowers at June 30, 2006. We have established banking relationships with many leading business conglomerates and corporations, including 492 out of the 500 top domestic companies in terms of revenues and 238 of the *Fortune 500* companies at June 30, 2006. We believe that we have the largest personal banking customer base in China with more than 150 million personal banking customers. At June 30, 2006, we had more than 50 million customers maintaining

a financial asset balance in the range of RMB5,000 to RMB50,000 each with us. At the same date, we had over 16 million customers maintaining a financial asset balance of over RMB50,000 each with us. The average financial asset balance of these customers was over RMB150,000.

- *Extensive Distribution Network and Largest Electronic Banking Service Provider.* We have a nationwide presence, with 18,038 branches, outlets and other establishments (including head office) in China at June 30, 2006. Our traditional branch network is supported by a large sales force in both corporate and personal banking and supplemented by our convenient electronic banking network.

- *Leading Information Technology Capabilities*. We believe that we have the most advanced information technology platform among PRC commercial banks. We were the first Big Four commercial bank to complete a bank-wide data consolidation project, which enables centralized real-time processing of operational data from all of our domestic branch offices. We received the worldwide "Networking Initiative of the Year" award in June 2006 from *The Banker*, the "Best Banking Technology Development Award" in 2004 from the PBOC for our bank-wide data consolidation project, the "Best Consumer Internet Bank" in China award in 2004, 2005 and 2006 from *Global Finance*, the First Prize of "China Internet Industry Survey Report for Internet Banking" in 2005 from the Internet Society of China, the "Gold Award for Customer Care and Public Service in China" in 2005 from the Ministry of Information Industry and the "Bank with Best Investment Management Services in Corporate Internet Banking" in Asia Pacific award in 2006 from *Global Finance*. Our leading technology infrastructure provides comprehensive support to our operations and facilitates the growth of our revenues.

- *Fast Growing Fee and Commission Income*. We have experienced fast growth in our fee and commission income, as a result of our strategic focus on developing our non-interest based businesses. In 2005, our net fee and commission income was the highest among the Big Four commercial banks. Our net fee and commission income increased from RMB5,624 million in 2003 to RMB10,546 million in 2005, representing a compound annual growth rate of 36.9%. As we plan to focus on and expand our leadership in non-interest based businesses, we believe that we will be able to further increase our fee and commission income.

- *Comprehensive Risk Management and Internal Controls.* We have a risk management framework covering credit, liquidity, market and operational risks. This framework, which is supported by our advanced risk management information technology, enables us to better manage our risks and has contributed to the improvement of our asset quality.

- *Stable and Experienced Management Team.* Our senior management team has extensive industry and leadership experience in China's commercial banking industry. Our senior management team has a track record of successfully implementing innovative and industry-leading business initiatives.

OUR STRATEGY

We aim to strengthen our market leadership in China's banking industry and focus on transforming our bank into a world-class financial institution. Our overall goal is to maximize shareholder value and achieve sustainable growth. We believe we have distinguished ourselves through our innovative business approach and market leading initiatives. We led the market in investing in centralized information technology, introducing new products and services, establishing comprehensive risk management systems and developing electronic banking networks. We intend to continue this innovative approach and differentiate ourselves through the following strategies:

- *Diversify Our Revenue and Asset Mix by Expanding into Higher Growth Non-Credit Businesses.* We plan to diversify our revenue sources by continuing to develop our non-credit businesses. We believe that many fee- and commission-based products and services will experience strong growth over the next few years as China's economy continues to grow, the financial services sector in China further liberalizes and our customers' banking needs become more sophisticated.
- *Prudently Grow Our Credit Businesses and Actively Enhance Our Credit Portfolio.* We seek to leverage our market leadership in corporate and personal lending to prudently grow our credit businesses and improve our risk-adjusted return by actively managing the sector, geographical, customer and product composition of our credit portfolio.
- *Continue to Improve Our Customer Mix and Profitability through Increased Customer Segmentation, Targeted Marketing and Enhanced Customer Service.* We will continue to leverage our extensive customer base and database to identify and retain profitable customers in both our corporate banking and personal banking businesses. By better understanding the characteristics, needs and preferences of our customers, we can design new products, attract more customers and actively cross-sell our financial products and services.
- *Strategically Expand Our Traditional Branch Network and Enhance Our Sales and Marketing Capabilities through Strengthening Our Electronic Banking Operations.* We intend to fully leverage our advanced information technology platform and customer relationship management systems. In order to provide our customers with convenient access to our products and services, we also intend to expand our electronic banking operations and improve the productivity of our traditional branch network through streamlining the operations of our branch network. In addition, to take advantage of the rapid growth in foreign trade and better serve our multinational clients, we intend to further expand our network by establishing additional overseas branches and outlets.
- *Continue to Strengthen Our Risk Management and Internal Control Capabilities.* We plan to continue to align our risk management and internal control capabilities with international best practices.
- *Leverage Our Partnerships with Strategic Investors.* We are cooperating with our overseas strategic investors to improve our corporate governance, strengthen our new product development capabilities and diversify our product and service offerings.
- *Enhance Employee Performance through Performance-linked Incentive Schemes and Continuous Training and Development*. We will continue to develop our human resources through various initiatives in order to support our business strategies. We believe that through adopting an economic value-added (EVA)-based incentive scheme and enhancing the training and development of our employees, we can attract, retain, motivate and develop a high quality workforce.

OUR RESTRUCTURING AND INCORPORATION

We were converted from a state-owned commercial bank to a joint-stock limited company on October 28, 2005, with the MOF and Huijin as our promoters, and our legal name was changed to Industrial and Commercial Bank of China Limited. All of the businesses, assets and liabilities of Industrial and Commercial Bank of China were assumed by Industrial and Commercial Bank of China Limited upon the conversion.

As part of our financial restructuring in 2005 (i) the MOF retained RMB124.0 billion of our then existing capital, (ii) Huijin made a capital contribution of US$15.0 billion to us, (iii) we disposed of certain non-performing assets in an aggregate amount of RMB705.0 billion at book value, (iv) the government contributed certain land use rights to us, and (v) the MOF amended the terms of a special government bond issued by it to us.

To further accelerate our corporate governance reform and business development, we have established non-exclusive strategic cooperations with The Goldman Sachs Group, Inc., Allianz Group and American Express Company. In addition, the National Council for Social Security Fund has made an investment in us.

SUMMARY FINANCIAL INFORMATION

The summary historical consolidated income statement data for the years ended December 31, 2003, 2004, 2005, and the six months ended June 30, 2005 and 2006 and the summary historical consolidated balance sheet data at December 31, 2003, 2004, 2005, and June 30, 2006 set forth below have been derived from the Accountants' Report issued by Ernst & Young, Certified Public Accountants, Hong Kong, which has been prepared in accordance with IFRS and is included in Appendix I to this prospectus. You should read the summary historical financial information below in conjunction with Appendix I "Accountants' Report".

Summary Historical Consolidated Income Statement Data

	For the year ended December 31,			For the six months ended June 30,	
	2003	**2004**	**2005**	**2005 (unaudited)**	**2006**
	(in millions of RMB, except per share data)				
Interest income	189,069	204,889	240,202	112,283	129,038
Interest expense	(66,361)	(70,161)	(86,599)	(40,558)	(52,530)
Net interest income	**122,708**	**134,728**	**153,603**	**71,725**	**76,508**
Fee and commission income	7,059	9,780	12,376	5,502	8,761
Fee and commission expense	(1,435)	(1,572)	(1,830)	(635)	(895)
Net fee and commission income	**5,624**	**8,208**	**10,546**	**4,867**	**7,866**
Other operating income	4,452	5,023	7,471	4,500	1,376
Operating income	**132,784**	**147,959**	**171,620**	**81,092**	**85,750**
Operating expenses	(62,575)	(62,639)	(81,585)	(33,964)	(34,696)
Provisions for impairment losses on					
—Loans and advances to customers	(34,914)	(30,511)	(26,589)	(11,558)	(11,645)
—Others	(1,379)	(348)	(425)	(165)	(573)
Operating profit	**33,916**	**54,461**	**63,021**	**35,405**	**38,836**
Share of profits and losses of associates	(32)	(50)	5	—	5
Profit before tax	**33,884**	**54,411**	**63,026**	**35,405**	**38,841**
Income tax expense	(11,292)	(23,193)	(25,007)	(9,957)	(13,199)
Profit for the year/period	**22,592**	**31,218**	**38,019**	**25,448**	**25,642**
Attributable to:					
Equity holders	22,472	30,863	37,555	25,161	25,399
Minority interests	120	355	464	287	243
	22,592	**31,218**	**38,019**	**25,448**	**25,642**
Earnings per share attributable to equity holders					
—Basic and diluted (RMB)	**0.09**	**0.12**	**0.15**	**0.10**	**0.10**

Summary Historical Consolidated Balance Sheet Data

	At December 31,			At June 30,
	2003	2004	2005	2006
	(in millions of RMB)			
Assets				
Cash and balances with central banks	457,816	508,616	553,873	598,269
Due from banks and other financial institutions	66,009	69,430	132,162	131,133
Reverse repurchase agreements	71,239	21,764	89,235	105,542
Loans and advances to customers	2,766,055	3,109,191	3,205,861	3,375,342
Investment securities	1,044,730	1,230,416	2,305,689	2,657,819
Income tax recoverable	427	—	—	—
Investments in associates	274	117	120	125
Property and equipment	77,767	75,579	92,984	88,709
Deferred income tax assets	27,381	8,805	—	—
Other assets	45,253	45,406	76,207	97,686
Total assets	**4,556,951**	**5,069,324**	**6,456,131**	**7,054,625**
Liabilities				
Due to a central bank	32,383	28,402	—	—
Due to banks and other financial institutions	219,009	205,695	232,910	367,218
Repurchase agreements	16,253	26,339	32,301	11,622
Certificates of deposit	3,376	3,680	5,704	6,991
Due to customers	4,706,861	5,176,282	5,736,866	6,119,038
Income tax payable	84	2,792	14,641	12,812
Deferred income tax liabilities	—	—	1,418	270
Debt issued	—	3,294	38,076	37,987
Other liabilities	118,119	130,885	134,339	169,222
Total liabilities	**5,096,085**	**5,577,369**	**6,196,255**	**6,725,160**
EQUITY				
Issued share capital/paid-up capital	160,671	160,669	248,000	286,509
Reserves	17,151	15,334	2,559	19,681
Retained profits/(accumulated losses)	(718,571)	(687,716)	5,280	19,183
Equity attributable to equity holders	(540,749)	(511,713)	255,839	325,373
Minority interests	1,615	3,668	4,037	4,092
Total equity	**(539,134)**	**(508,045)**	**259,876**	**329,465**
Total equity and liabilities	**4,556,951**	**5,069,324**	**6,456,131**	**7,054,625**

Selected Financial Ratios

	For the year ended December 31,			For the six months ended June 30,	
	2003	2004	2005	2005 (unaudited)	2006
	(in percentages)				
Profitability indicators					
Return on total assets[1]	0.50%	0.62%	0.59%	0.83%[13]	0.73%[13]
Return on average total assets[2]	N/A	0.65	0.66	0.91[13]	0.76[13]
Return on equity[3]	N/A	N/A	14.68	21.86[13]	15.61[13]
Net interest spread[4]	2.59	2.54	2.58	2.56[13]	2.30[13]
Net interest margin[5]	2.59	2.55	2.61	2.56[13]	2.35[13]
Non-interest income to operating income[6]	7.59	8.94	10.50	11.55	10.78
Operating expenses to operating income[7]	47.1	42.3	47.5	41.9	40.5
Operating expenses to operating income (excluding business tax and surcharges and interest income and expenses in relation to a special government bond)[8]	38.8	34.0	40.1	34.0	34.2

	At December 31,			At June 30,
	2003	2004	2005	2006
	(in percentages)			
Capital adequacy indicators				
Core capital adequacy ratio[9]	N/A	N/A	8.11	8.97
Capital adequacy ratio[9]	N/A	N/A	9.89	10.74
Total equity to total assets	N/A	N/A	4.03	4.67
Assets quality indicators				
Non-performing loan ratio[10]	24.24	21.16	4.69	4.10
Allowance to non-performing loans[11]	77.15	76.28	54.20	60.37
Allowance to total loans[12]	18.70	16.14	2.54	2.48

(1) Represents the profit for the period (including profit attributable to minority interests) as a percentage of the period end balance of total assets.
(2) Represents the profit for the period (including profit attributable to minority interests) as a percentage of the average balance of total assets at the beginning and end of the period.
(3) Represents the profit attributable to equity holders as a percentage of the period end balance of total equity excluding minority interests.
(4) Calculated as the difference between the average yield on average interest-earning assets and the average cost on average interest-bearing liabilities.
(5) Calculated by dividing net interest income by average interest-earning assets.
(6) Calculated by dividing (i) net fee and commission income and other operating income, by (ii) operating income.
(7) Calculated by dividing total operating expenses by operating income.
(8) Calculated by dividing (i) total operating expenses minus business tax and surcharges and expenses in relation to the special government bond, by (ii) operating income, which, for the years ended December 31, 2003, 2004 and 2005 and the six months ended June 30, 2005, is subtracted by interest income in relation to the special government bond (other than interest income accrued after December 1, 2005 in the case of the year ended December 31, 2005).
(9) The ratios at December 31, 2005 are prepared in accordance with the statutory financial statements and do not reflect the impact of Caikuai (2005) No. 14 "Provisional Guidelines on Recognition and Measurement of Financial Instruments" issued by the MOF. The ratios as at June 30, 2006 are prepared in accordance with the PRC GAAP. We had a capital deficit for each of 2003 and 2004.
(10) Calculated by dividing non-performing loans and advances to customers by total loans and advances to customers.
(11) Calculated by dividing the allowance for impairment losses on total loans and advances by total non-performing loans and advances to customers.
(12) Calculated by dividing the allowance for impairment losses on total loans and advances by total loans and advances to customers.
(13) Calculated by using annualized average rates.

PROFIT FORECAST

All statistics set forth in the table below do not give effect to the A Share Offering and are based on the assumption that (i) the Global Offering is completed and (ii) the over-allotment option for the Global Offering is not exercised.

Forecast consolidated profit attributable to equity holders(1)	not less than RMB47,200 million
Forecast earnings per share	
(a) pro forma basis(2)	RMB0.16 (HK$0.16)
(b) weighted average basis(3)	RMB0.17 (HK$0.17)

(1) The bases and assumptions on which the profit forecast has been prepared are set out in Appendix IV to this prospectus.

(2) The calculation of the forecast earnings per share on a pro forma basis is based on the forecast consolidated profit attributable to equity holders for the year ending December 31, 2006, and a weighted average of 300,044,723,024 shares assumed to be issued and outstanding during the year ending December 31, 2006. The weighted average of 300,044,723,024 shares is calculated based on the 248,000,000,000 shares issued and outstanding as of December 31, 2005, the 24,184,737,403 shares issued in aggregate on April 28, 2006 upon completion of the investment by Goldman Sachs, Allianz and American Express, the 14,324,392,623 shares issued on June 29, 2006 upon completion of the investment by the SSF and the 28,312,800,000 H shares to be issued pursuant to the Global Offering assuming that the Global Offering had been completed on January 1, 2006. The forecast consolidated profit attributable to equity holders for the year ending December 31, 2006 is based on the audited consolidated results for the six months ended June 30, 2006 and a forecast of the consolidated results for the six months ending December 31, 2006. Had effect been given to the A Share Offering in this calculation, the forecast earnings per share on a pro forma basis would have been RMB0.15 (HK$0.15), based on the assumption that the 13,000,000,000 A shares newly issued in the A Share Offering had been issued on January 1, 2006 (assuming the over-allotment option for the A Share Offering is not exercised).

(3) The calculation of the forecast earnings per share on a weighted average basis is based on the forecast consolidated profit attributable to equity holders for the year ending December 31, 2006 and a weighted average of 276,851,497,819 shares issued and outstanding during the year. This calculation assumes that the 28,312,800,000 H shares newly issued in the Global Offering were issued on October 27, 2006. Had effect been given to the A Share Offering in this calculation, the forecast earnings per share on a weighted average basis would have been RMB0.17 (HK$0.17), based on the assumption that the 13,000,000,000 A shares newly issued in the A Share Offering were issued on October 24, 2006 (assuming the over-allotment option for the A Share Offering is not exercised).

GLOBAL OFFERING

The global offering, or Global Offering, consists of:

- the offer by us of initially 1,769,550,000 H shares, or Hong Kong Offer Shares, for subscription by the public in Hong Kong, referred to in this prospectus as the Hong Kong Public Offering; and
- the offer by us and the Selling Shareholders of initially 33,621,450,000 H shares, or International Offer Shares, in the international offering, referred to in this prospectus as the International Offering, consisting of the offering of our H shares (a) in the United States to qualified institutional buyers in reliance on Rule 144A under the U.S. Securities Act of 1933, as amended, or the Securities Act, and (b) outside the United States in reliance on Regulation S under the Securities Act. The International Offering includes a public offering without listing in Japan. At any time from the date we sign the international purchase agreement until 30 days after the last day for the lodging of applications in the Hong Kong Public Offering, the Joint Bookrunners, as representatives of the International Offering underwriters, have an option to require our company to allot and issue and the Selling Shareholders to sell up to an aggregate of 5,308,650,000 additional H shares, representing 15% of the initial size of the Global Offering, at the offer price, solely to cover over-allotments in the International Offering.

  The Selling Shareholders are initially offering a total of 7,078,200,000 H shares, representing 20% of the total shares in the Global Offering (prior to any exercise of the over-allotment option) for sale in the International Offering. The Selling Shareholders may sell an additional 1,061,730,000 H shares if the over-allotment option is exercised in full.

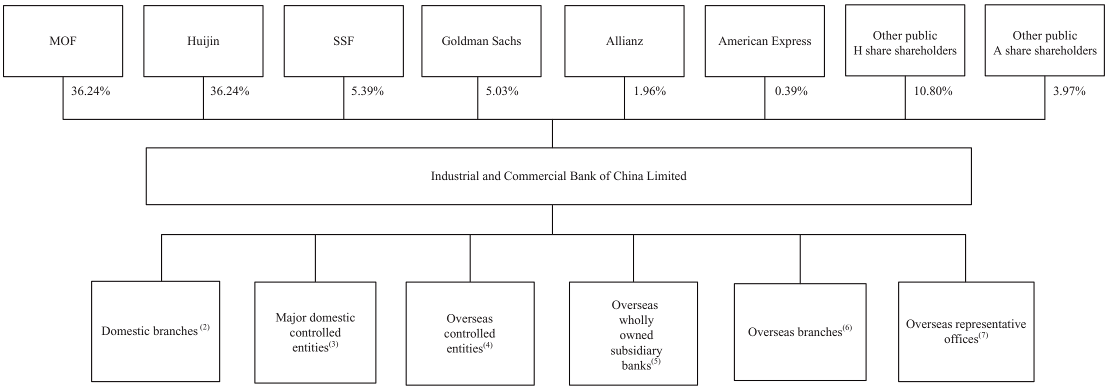
The number of Hong Kong Offer Shares and International Offer Shares, or together, Offer Shares, is subject to adjustment and reallocation as described in "Structure of the Global Offering."

A SHARE OFFERING

Concurrently with the Global Offering, we are undertaking a public offering of our A shares in the PRC, which offering is referred to in this prospectus as our A Share Offering. Our A Share Offering comprises an offering of initially 13,000,000,000 A shares (or 14,950,000,000 A shares if the over-allotment option for the A Share Offering is exercised in full) for subscription. Assuming an offer price of RMB2.86 per A share, being the mid-point of the price range of the A Share Offering, we estimate that the net proceeds to us from the A Share Offering will be approximately RMB36.3 billion (HK$35.8 billion) if the over-allotment option is not exercised, or RMB41.8 billion (HK$41.1 billion) if the over-allotment option is exercised in full. Neither our Global Offering nor our A Share Offering is conditional upon the other. See "A Share Offering."

OUR SHAREHOLDING AND GROUP STRUCTURE

The following chart sets forth our shareholding and group structure upon the completion of the Global Offering and the A Share Offering, assuming that neither of the over-allotment options for the Global Offering and the A Share Offering is exercised(1):



(1) For information regarding our shareholding and group structure immediately following the completion of the Global Offering, without giving effect to the A Share Offering, see "Substantial Shareholders" and "Share Capital."
(2) Includes our head office, 35 tier-1 branches, 412 tier-2 branches, 17,506 sub-branches and outlets and 84 other establishments at June 30, 2006.
(3) Includes ICBC Credit Suisse Asset Management Co., Ltd.
(4) Includes Industrial and Commercial Bank of China (Asia) Limited and ICEA Finance Holdings Limited.
(5) Includes Industrial and Commercial International Capital Limited, ICBC (London) Limited and Industrial and Commercial Bank of China (Almaty) Joint Stock Company.
(6) Includes Singapore, Hong Kong, Macau, Tokyo, Seoul, Busan, Frankfurt and Luxembourg branches.
(7) Includes New York, Moscow and Sydney representative offices.

OFFER STATISTICS

Based on the 77,245,975,188 H shares expected to be issued and outstanding following the completion of the Global Offering (assuming that the over-allotment option for the Global Offering is not exercised), the market capitalization of our H shares would be HK$197,749,696,481, based on an offer price of HK$2.56 per H share, or HK$237,145,143,827, based on an offer price of HK$3.07 per H share.

The statistics in the following table do not give effect to the A Share Offering and are based on the assumptions that (i) the Global Offering is completed, (ii) 28,312,800,000 H shares are newly issued in the Global Offering, (iii) the over-allotment option for the Global Offering is not exercised, and (iv) 314,821,930,026 shares are issued and outstanding following the completion of the Global Offering:

	Based on an offer price of HK$2.56 per H share	Based on an offer price of HK$3.07 per H share
Prospective price/earnings multiple		
(a) pro forma basis[(1)]	16.0 times	19.2 times
(b) weighted average basis[(2)]	15.1 times	18.1 times
Unaudited pro forma adjusted consolidated net tangible assets per share[(3)]	HK$1.23	HK$1.28

(1) The calculation of the prospective price/earnings multiple on a pro forma basis is based on the forecast earnings per share for the year ending December 31, 2006 on a pro forma basis at the respective offer prices of HK$2.56 per H share and HK$3.07 per H share. Had effect been given to the A Share Offering in this calculation, the prospective price/earnings multiple on a pro forma basis would have been 17.1 times based on an offer price of HK$2.56 per H share and 20.5 times based on an offer price of HK$3.07 per H share. This calculation is based on the assumption that there were 13,000,000,000 A shares newly issued in the A Share Offering (assuming the over-allotment option for the A Share Offering is not exercised).

(2) The calculation of the prospective price/earnings multiple on a weighted average basis is based on the forecast earnings per share for the year ending December 31, 2006 on a weighted average basis at the respective offer prices of HK$2.56 per H share and HK$3.07 per H share. Had effect been given to the A Share Offering in this calculation, the prospective price/earnings multiple on a weighted average basis would have been 15.1 times based on an offer price of HK$2.56 per H share and 18.1 times based on an offer price of HK$3.07 per H share. This calculation is based on the assumption that there were 13,000,000,000 A shares newly issued in the A Share Offering (assuming the over-allotment option for the A Share Offering is not exercised).

(3) The unaudited pro forma adjusted consolidated net tangible assets per share is calculated after making the adjustments referred to in Appendix III. Had effect been given to the A Share Offering in this calculation, our unaudited pro forma adjusted consolidated net tangible assets per share would have been HK$1.28 or RMB1.30 based on the offer prices of HK$2.56 per H share and RMB2.60 per A share and HK$1.35 or RMB1.37 based on the offer prices of HK$3.07 per H share and RMB3.12 per A share. This calculation is based on the assumption that there were 13,000,000,000 newly issued A shares in the A Share Offering (assuming the over-allotment option for the A Share Offering is not exercised) and the resulting net proceeds (after deduction of the estimated underwriting fees and other related expenses payable by us) of RMB33.0 billion (based on the offer price of RMB2.60 per A share) and RMB39.6 billion (based on the offer price of RMB3.12 per A share) from the A Share Offering.

If the over-allotment option for the Global Offering is exercised in full, the unaudited pro forma adjusted consolidated net tangible assets per H share will be approximately HK$1.25 (based on an offer price of HK$2.56 per H share) or approximately HK$1.30 (based on an offer price of HK$3.07 per H share), while the forecast earnings per H share on a pro forma basis and on a weighted average basis will be approximately HK$0.15 per H share and HK$0.17 per H share, respectively.

If the over-allotment options for both the Global Offering and the A Share Offering are exercised in full, the unaudited pro forma adjusted consolidated net tangible assets per H share will be approximately HK$1.31 (based on offer prices of HK$2.56 per H share and RMB2.60 per A share) or approximately HK$1.38 (based on an offer price of HK$3.07 per H share and RMB3.12 per A share), while the forecast earnings per H share on a pro forma basis and on a weighted average basis will be approximately HK$0.15 per H share and HK$0.17 per H share, respectively.

USE OF PROCEEDS

After deducting the underwriting commission and our estimated offering expenses, we estimate that the net proceeds to us from the Global Offering will be approximately HK$77.4 billion (RMB78.6 billion) if the underwriters do not exercise their over-allotment option, or HK$89.1 billion (RMB90.5 billion) if the underwriters exercise their over-allotment option in full, assuming an offer price of

HK$2.815 (RMB2.86) per H share, the midpoint of the range set forth on the cover page of this prospectus. We will not receive any of the proceeds from the sale of shares by the Selling Shareholders in the Global Offering. The Selling Shareholders will bear their proportional underwriting commission and offering expenses.

We expect to use the net proceeds from the Global Offering to strengthen our capital base to support the ongoing growth of our business as set forth in "Business—Our Strategy."

RISK FACTORS

There are certain risks and considerations relating to an investment in our shares. These can be categorized into: (i) risks relating to our business; (ii) risks relating to the banking industry in China; (iii) risks relating to China; and (iv) risks relating to the Global Offering. These risks and considerations are further described in "Risk Factors" and are summarized below.

Risks Relating to Our Business

- Our current results of operations and financial condition reflect a number of extraordinary disposals of non-performing loans.
- Actual losses on our loan portfolio may exceed our allowance for impairment losses in the future.
- We have a concentration of exposures to certain industries.
- The collateral or guarantees securing our loans may not fully protect us from the related credit risks.
- We may fail to satisfy the capital adequacy requirements established by the CBRC.
- We cannot assure you that our risk management and internal control policies and procedures can adequately control or protect us against all credit and other risks.
- We face certain risks relating to our operational reform initiatives.
- Our expanding range of products, services and business activities exposes us to new risks.
- We may not be able to detect and prevent fraud or other misconduct committed by our employees or third parties.
- We are subject to liquidity risk.
- We are subject to risks relating to our information technology systems.
- We are subject to credit risk with respect to certain off-balance sheet commitments.
- We are required to meet PRC and overseas regulatory requirements and guidelines and our non-compliance could result in fines, sanctions and other penalties.
- We do not, and some of our lessors may not, possess the relevant title certificates or have consent from the owners to sublet some of the properties occupied by us.
- We are subject to certain risks relating to the bonds issued by Huarong.
- Our largest shareholders have the ability to exercise significant influence over us.

Risks Relating to the Banking Industry in China

- Competition in the banking industry in China is increasing.
- China's banking regulatory environment is continually evolving and may change.
- We are subject to changes in interest rates and other market risks, and our ability to hedge market risks is limited.
- PRC regulations impose certain limitations on the types of investments we may make and, as a result, our ability to seek higher investment returns and our ability to diversify our investment portfolio or hedge the risks relating to our Renminbi-denominated assets are limited.
- We face risks relating to the inspections and examinations carried out by PRC and overseas regulatory authorities.
- The effectiveness of our credit risk management is affected by the quality and scope of information available in China.
- Our loan classification and other policies are different in certain respects from those applicable to banks in certain other countries or regions.
- Future amendments to IAS39 and interpretive guidance on its application may require us to change our loan provisioning practice.
- We cannot assure you of the accuracy or comparability of facts, forecasts and statistics contained in this prospectus with respect to China, its economy or the PRC and global banking industries.
- The ability of our shareholders to pledge their shares is limited by applicable PRC legal and regulatory requirements.
- Any acquisition of 5% or more of our total outstanding shares will require the CBRC's prior approval.

Risks Relating to China

- China's economic, political and social conditions, as well as government policies, could affect our business.
- The legal protections available to you under the PRC legal system may be limited.
- You may experience difficulties in effecting service of legal process and enforcing judgments against us and our management.
- Holders of H shares may be subject to PRC taxation.
- Payment of dividends is subject to restrictions under PRC law.
- We are subject to PRC government controls on currency conversion and future movements in exchange rates.

Risks Relating to the Global Offering

- An active trading market for our H shares may not develop, and their trading prices may fluctuate significantly.

- We are conducting a concurrent but separate A Share Offering; the characteristics of the A share and H share markets are different.
- Future sales or perceived sales of a substantial number of our H shares or A shares in public markets could adversely affect the prevailing market price of our H shares.
- Because the initial public offering price of the H shares is higher than the net tangible asset value per share, you will incur immediate dilution.
- Dividends declared in the past may not be indicative of our dividend policy in the future.
- We strongly caution you not to place any reliance on any information contained in press articles or other media regarding our Global Offering or the A Share Offering or information released by us in connection with the A Share Offering.

DIVIDEND POLICY

Our shareholders' general meeting decides whether to pay any dividends and in what amount based on our results of operations, cash flow, financial condition, capital adequacy ratios, future prospects, statutory and regulatory restrictions on the payment of dividends by us and other relevant factors. Under the PRC Company Law and our articles of association, all of our shareholders have equal rights to dividends and distributions.

Under PRC law, dividends may be paid only out of distributable profits. Distributable profits means, as determined under PRC GAAP or IFRS, whichever is lower, the net profits for a period, plus the distributable profits or net of the accumulated losses, if any, at the beginning of such period, less appropriations to statutory surplus reserve (determined under PRC GAAP), general reserve, and discretionary surplus reserve (as approved by our shareholders meeting). Any distributable profits that are not distributed in a given year are retained and available for distribution in subsequent years.

At an extraordinary general meeting of shareholders on April 28, 2006, our board of directors recommended and our shareholders approved a cash dividend to the MOF and Huijin in the amount of RMB3,537 million for the year ended December 31, 2005.

At the extraordinary general meetings of shareholders on July 31, 2006 and September 22, 2006, respectively, our board of directors recommended, and our shareholders approved, the dividend distributions and policies for the period beginning on January 1, 2006 and ending on December 31, 2008. See "Financial Information—Dividend Policy."