

The information set forth in this appendix does not form part of the Accountants' Report prepared by the reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, as set forth in Appendix I to this prospectus, and is included herein for illustrative purposes only. For the purpose of this Appendix III, Industrial and Commercial Bank of China Limited is referred to as the "Bank" and, together with its subsidiaries, the "Group."

The following unaudited pro forma financial information prepared in accordance with Rule 4.29 of the Listing Rules is for illustrative purposes only, and is set out here to provide investors with further information about (i) how the proposed listing might have affected the consolidated net tangible assets after completion of the Global Offering; and (ii) how the proposed listing might have affected the forecast earnings per share of the Group for the year ending December 31, 2006 as if the Global Offering had taken place on January 1, 2006. Although reasonable care has been exercised in preparing the said information, prospective investors who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the Group's financial results and positions of the financial periods concerns.

#### (A) UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following unaudited pro forma adjusted consolidated net tangible assets have been prepared based on the consolidated net tangible assets as at June 30, 2006 as extracted from the Accountants' Report, the text of which is set out in Appendix I to this prospectus, and is adjusted as described below.

The unaudited pro forma adjusted consolidated net tangible assets have been prepared for illustrative purposes only and, because of their nature, they may not give a true picture of the financial position of the Group.

The following unaudited pro forma adjusted consolidated net tangible assets have been prepared to show the effect on the consolidated net tangible assets as at June 30, 2006 as if the Global Offering had occurred on June 30, 2006.

	Consolidated net tangible assets attributable to equity holders of the Bank as at June 30, 2006 <sup>(1)</sup>	Estimated net proceeds from the Global Offering <sup>(2)</sup>	Unaudited pro forma adjusted consolidated net tangible assets attributable to equity holders of the Bank <sup>(3)</sup>	Unaudited pro forma adjusted consolidated net tangible assets per share <sup>(4)</sup>	
	RMB million	RMB million	RMB million	RMB	HK\$
Based on the offer price of HK\$2.56 for each Offer Share .....	<u>322,700</u>	<u>71,440</u>	<u>394,140</u>	<u>1.25</u>	<u>1.23</u>
Based on the offer price of HK\$3.07 for each Offer Share .....	<u>322,700</u>	<u>85,771</u>	<u>408,471</u>	<u>1.30</u>	<u>1.28</u>

*Notes:*

- (1) *The consolidated net tangible assets attributable to equity holders of the Bank as of June 30, 2006 is compiled based on the Accountants' Report set out in Appendix I to the prospectus, which is based on the audited consolidated net assets attributable to equity holders of the Bank as of June 30, 2006 of RMB325,373 million with an adjustment for intangible assets of RMB2,673 million as of June 30, 2006.*
- (2) *The estimated net proceeds from the Global Offering are based on the offer price of HK\$2.56 per share and HK\$3.07 per share after deduction of the underwriting fees and other related expenses payable by the Bank, and do not take into account of any shares which may be issued upon the exercise of the over-allotment option.*

- (3) *The unaudited pro forma adjusted consolidated net tangible assets attributable to equity holders of the Bank do not take into account the effect of the profit for the period from and including July 1, 2006 to the date immediately preceding the date of the Global Offering and the distribution of such profit to the shareholders.*
- (4) *The unaudited pro forma adjusted consolidated net tangible assets per share are arrived at after the adjustments referred to in note (2) above on the basis that 314,821,930,026 shares are issued and outstanding following the completion of the Global Offering and that the over-allotment option is not exercised. If the over-allotment option is exercised in full, these per share values will increase. 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.*
- (5) *Details of the valuation of the Group's properties as at August 31, 2006 are set out in Appendix V to this prospectus. The unaudited net book value of the Group's properties as at August 31, 2006 was not substantially different from the valuation of the Group's properties as included in Appendix V to this prospectus.*
- (6) *The translation of Renminbi into Hong Kong dollars has been made at the rate of RMB1.0154 to HK\$1.00, the PBOC rate prevailing on September 29, 2006. No representation is made that the Hong Kong dollar amounts have been, could have been or could be converted to Renminbi, or vice versa, at that rate or at any other rates or at all.*

A dividend of RMB18,593 million from the Group's distributable profits at June 30, 2006 was proposed and subsequently approved in the extraordinary general meeting of shareholders on July 31, 2006. Had it been permissible to include this dividend in the above calculation, the unaudited pro forma adjusted consolidated net tangible assets per share would have been reduced to HK\$1.17 or RMB1.19 based on the offer price of HK\$2.56 per Offer Share and HK\$1.22 or RMB1.24 based on the offer price of HK\$3.07 per Offer Share.

**(B) UNAUDITED PRO FORMA FORECAST EARNINGS PER SHARE**

The following unaudited pro forma forecast earnings per share for the year ending December 31, 2006 have been prepared in accordance with Rule 4.29 of the Listing Rules on the basis set out in the notes below for the purpose of illustrating the effect of the Global Offering, as if it had taken place on January 1, 2006. The unaudited pro forma forecast earnings per share has been prepared for illustrative purposes only and, because of its nature, it may not give a true picture of the financial results of the Group following the Global Offering.

	<b>Forecast for the year ending December 31, 2006</b>
Forecast consolidated profit attributable to equity holders of the Bank <sup>(1)</sup> . . . . .	not less than RMB47,200 million
Unaudited pro forma forecast earnings per share <sup>(2)</sup> . . . . .	RMB0.16 (HK\$0.16)

*Notes:*

- (1) *The forecast consolidated profit attributable to equity holders of the Bank for the year ending December 31, 2006 is extracted from the profit forecast as set out in the subsection headed “Profit Forecast for the Year Ending December 31, 2006” under the section headed “Financial Information”. The bases and assumptions on which the above profit forecast for the year ending December 31, 2006 has been prepared are summarised in “Appendix IV—Profit Forecast”.*
- (2) *The calculation of the unaudited pro forma forecast earnings per share is based on the forecast consolidated profit attributable to equity holders of the Bank 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 on the assumption that the Global Offering had been completed on January 1, 2006. This calculation assumes that the over-allotment option will not be exercised. Had effect been given to the A Share Offering in this calculation, the unaudited pro forma forecast earnings per share 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).*

**(C) LETTER ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*The following is the text of a letter from the reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong in respect of the unaudited pro forma financial information.*



18th Floor  
Two International Finance Centre  
8 Finance Street  
Central  
Hong Kong

October 16, 2006

The Directors  
Industrial and Commercial Bank of China Limited  
China International Capital Corporation (Hong Kong) Limited  
ICEA Capital Limited  
Merrill Lynch Far East Limited

Dear Sirs,

We report on the unaudited pro forma financial information of adjusted consolidated net tangible assets and forecast earnings per share (the “Unaudited Pro Forma Financial Information”) set out in Parts (A) and (B) of Appendix III to the prospectus dated October 16, 2006 (the “Prospectus”) in connection with the Global Offering of Industrial and Commercial Bank of China Limited (the “Bank”) and its subsidiaries (hereinafter collectively referred to as the “Group”), which has been prepared by the directors of the Bank (the “Directors”), for illustrative purposes only, to provide information about how the Global Offering might have affected the relevant financial information of the Group presented.

**Responsibilities**

It is the responsibility solely of the Directors to prepare the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

It is our responsibility to form an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion solely to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

**Basis of opinion**

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circulars” issued by the HKICPA. Our work consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments, and discussing the Unaudited Pro Forma Financial Information with the Directors. This engagement did not involve independent examination of any of the underlying financial information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purpose of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Our work has not been carried out in accordance with the auditing standards or other standards and practices generally accepted in the United States of America or auditing standards of the Public Company Accounting Oversight Board and, accordingly, should not be relied upon as if it has been carried out in accordance with those standards.

The Unaudited Pro Forma Financial Information is for illustrative purposes only, based on the judgements and assumptions of the Directors and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future and may not be indicative of:

- the financial position of the Group as at June 30, 2006 or any future dates; or
- the earnings per share of the Group for the year ending December 31, 2006 or any future periods.

**Opinion**

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,

**Ernst & Young**  
*Certified Public Accountants*  
Hong Kong