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中國工商銀行股份有限公司

INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED

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

(Stock Code: 1398)

**PROPOSED H SHARE RIGHTS ISSUE OF 3,737,542,588 H
SHARES,
ON THE BASIS OF 0.45 H RIGHTS SHARES
FOR EVERY 10 EXISTING H SHARES AT HK\$3.49 PER
H RIGHTS SHARE
PAYABLE IN FULL ON ACCEPTANCE**

**PROPOSED A SHARE RIGHTS ISSUE OF 11,293,305,662 A
SHARES
ON THE BASIS OF 0.45 A RIGHTS SHARES
FOR EVERY 10 EXISTING A SHARES AT RMB2.99 PER
A RIGHTS SHARE
PAYABLE IN FULL ON ACCEPTANCE**

**CLOSURE OF THE H SHAREHOLDERS' REGISTER FROM
WEDNESDAY, 24 NOVEMBER 2010 TO
FRIDAY, 26 NOVEMBER 2010**

Reference is made to the announcement of the Bank dated 28 July 2010 and the circular and supplemental circular to the Shareholders dated 29 July 2010 and 7 September 2010, respectively, in relation to the proposed Rights Issue. As described in the Voting Results Announcement published by the Bank on 21 September 2010, the resolutions to approve the proposed Rights Issue were duly passed at the Second Extraordinary General Meeting of 2010, the First A Shareholders Class Meeting of 2010 and First H Shareholders Class Meeting of 2010 held on 21 September 2010, respectively. On 29 September 2010, the CBRC has given its written approval in respect of the Rights Issue. On 9 and 10 November 2010, CSRC has given its written approval (Zheng Jian Xu Ke [2010] no. 1579) in respect of the A Share Rights Issue and written approval (Zheng Jian Xu Ke [2010] no. 1583) in respect of the H Share Rights Issue, respectively.

Pursuant to the authorisation granted to the Board at the Second Extraordinary General Meeting of 2010, the First A Shareholders Class Meeting of 2010 and First H Shareholders Class Meeting of 2010, respectively, the Authorised Directors have finalised the terms of the Rights Issue. A summary of the major terms of the H Share Rights Issue and the expected timetable of the H Share Rights Issue are set forth in this announcement. All H Shareholders whose names appear on the H Shareholders' register of the Bank at the close of business on the H Share Record Date will be entitled to the Nil Paid H Rights. However, the Provisional Allotment Letters and the Excess Application Forms will not be sent to the Excluded Shareholders and only the Qualified H Shareholders can subscribe for the H Rights Shares pursuant to the terms of the H Share Rights Issue. The last day of dealings in the H Shares on a cum-rights basis will be Friday, 19 November 2010 and the H Shares will be dealt with on an ex-rights basis from Monday, 22 November 2010. To qualify for the subscription of the H Rights Shares, an H Shareholder must be registered as a member of the Bank at the close of business on the H Share Record Date and must not be an Excluded Shareholder. The Prospectus Documents containing further details on the H Share Rights Issue are expected to be distributed to the Qualified H Shareholders on Monday, 29 November 2010. In respect of Excluded Shareholders, the Bank will, to the extent reasonably practicable and legally permitted, send the H Share Rights Issue Prospectus to them for their information purposes only, but the Bank will not send Provisional Allotment Letters and Excess Application Forms to the Excluded Shareholders.

The Rights Issue is conducted on the basis of 0.45 Rights Shares for every 10 existing Shares held by Shareholders on the Record Date at the Subscription Price of RMB2.99 per A Rights Share and HK\$3.49 per H Rights Share. The Rights Issue will raise (i) gross proceeds in an aggregate amount of approximately RMB44,948 million (assuming full subscription for the A Rights Shares) or RMB34,818 million (assuming 70% subscription for the A Rights Shares); and (ii) net proceeds (after deducting all estimated costs and expenses incidental to the Rights Issue) in an aggregate amount of approximately RMB44,708 million (assuming full subscription for the A Rights Shares) or RMB34,608 million (assuming 70% subscription for the A Rights Shares).

The proceeds from the Rights Issue, after deduction of the expenses relating to the issuance, will be used to strengthen the capital base of the Bank.

The entitlements of H Shareholders will be rounded down to the nearest whole number and fractional entitlements to H Rights Shares will not be provisionally allotted to the H Shareholders. The Nil Paid H Rights representing the aggregate of all the fractions of H Rights Shares (rounded down to the nearest whole number) will be provisionally allotted to a nominee appointed by the Bank and, if a premium (net of expenses) can be obtained, will be sold by the nominee on the Bank's behalf in the market as soon as practicable after the commencement of dealing in the Nil Paid H Rights and the net proceeds of such sale will be retained by the Bank for its own benefit. Any H Rights Shares in respect of the unsold fractional entitlements will be made available for excess application by the Qualified H Shareholders.

The H Shareholders' register of the Bank will be closed from Wednesday, 24 November 2010 to Friday, 26 November 2010, both days inclusive. No transfers of H Shares will be registered during this period.

The H Share Rights Issue will be fully underwritten by the Underwriters on the terms and conditions set out in the Underwriting Agreement.

The Chinese version of the A Share Rights Issue Prospectus containing detailed terms of the A Share Rights Issue is available for viewing on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Shanghai Stock Exchange (www.sse.com.cn) from 11 November 2010. A summary of the major terms of the A Share Rights Issue and the expected timetable of the A Share Rights Issue are included herein for information purposes only.

The H Share Rights Issue is conditional upon the fulfillment of the conditions set out under the section headed "Conditions of the H Share Rights Issue" in this announcement. **If the conditions of the H Share Rights Issue are not duly fulfilled, the H Share Rights Issue will not proceed. The Underwriting Agreement contains provisions entitling the Majority Underwriters by notice in writing to the Bank to terminate the Underwriting Agreement upon occurrence of certain events. In the event that the Underwriting Agreement does not become unconditional or if it is terminated in accordance with the terms thereof, the H Share Rights Issue will not proceed. Shareholders' and potential investors' attention is drawn to the section headed "Warning of the Risks of Dealing in the H Rights Shares and the Nil Paid H Rights" in this announcement. If in any doubt, Shareholders and investors are recommended to consult their professional advisers. Any H Shareholder or other person dealing in H Shares up to the date on which all the conditions to which the H Share Rights Issue is subject are fulfilled (and the date on which the Majority Underwriters' right of termination of the Underwriting Agreement ceases) and any person dealing in the Nil Paid H Rights during the period from Wednesday, 1 December 2010 to Monday, 13 December 2010 (both days inclusive) will bear the risk that the H Share Rights Issue may not become unconditional or may not proceed. If in any doubt, investors are recommended to consult their professional advisers.**

A. APPROVALS FOR RIGHTS ISSUE

Reference is made to the announcement of the Bank dated 28 July 2010 and the circular and supplemental circular to the Shareholders dated 29 July 2010 and 7 September 2010, respectively, in relation to the proposed Rights Issue. As described in the Voting Results Announcement published by the Bank on 21 September 2010, the resolutions to approve the proposed Rights Issue were duly passed at the Second Extraordinary General Meeting of 2010, the First A Shareholders Class Meeting of 2010 and First H Shareholders Class Meeting of 2010 held on 21 September 2010, respectively. On 29 September 2010, the CBRC has given its written approval in respect of the Rights Issue. On 9 and 10 November 2010, CSRC has given its written approval (Zheng Jian Xu Ke [2010] no. 1579) in respect of the A Share Rights Issue and written approval (Zheng Jian Xu Ke [2010] no. 1583) in respect of the H Share Rights Issue, respectively.

B. RIGHTS ISSUE

Pursuant to the authorisation granted to the Board at the Second Extraordinary General Meeting of 2010, the First A Shareholders Class Meeting of 2010 and the First H Shareholders Class Meeting of 2010, respectively, the Authorised Directors have finalised the terms of the Rights Issue.

The Rights Issue is conducted on the basis of 0.45 Rights Shares for every 10 existing Shares held by the Shareholders on the Record Date. The Subscription Price of the A Rights Shares and the H Rights Shares will be the same after exchange rate adjustment.

The Subscription Price of RMB2.99 (equivalent to approximately HK\$3.49) per A Rights Share and HK\$3.49 per H Rights Share were determined by the Authorised Directors in consultation with the sponsor for the A Share Rights Issue and the Joint Lead Underwriters for the H Share Rights Issue on the Price Determination Date based on a discount to market trading prices of A Shares and H Shares before the publication of this announcement, including but not limited to, the trading prices of the A Shares and the H Shares on the secondary markets, the Bank's core capital adequacy requirement in the coming three years, the price to earnings ratio and the price to book ratio.

The Subscription Price of RMB2.99 (equivalent to approximately HK\$3.49) per A Rights Share and HK\$3.49 per H Rights Share is more than RMB2.02 (equivalent to approximately HK\$2.36), being the latest audited net asset value per Share as stated in the audited consolidated financial statements of the Bank as at 31 December 2009 prepared under PRC GAAP (on the basis of the total number of Shares in issue as at 31 December 2009).

The Rights Issue, consisting of the A Share Rights Issue and the H Share Rights Issue, will raise (i) gross proceeds in an aggregate amount of approximately RMB44,948 million (equivalent to approximately HK\$52,437 million) (assuming full subscription for the A Rights Shares) or RMB34,818 million (equivalent to approximately HK\$40,619 million) (assuming 70% subscription for the A Rights Shares); and (ii) net proceeds (after deducting all estimated costs and expenses incidental to the Rights Issue) in an aggregate amount of approximately RMB44,708 million (equivalent to approximately HK\$52,157 million) (assuming full

subscription for the A Rights Shares) or RMB34,608 million (equivalent to approximately HK\$40,374 million) (assuming 70% subscription for the A Rights Shares), on the basis of the Subscription Price of RMB2.99 (equivalent to approximately HK\$3.49) per A Rights Share and HK\$3.49 per H Rights Share. The A Share Rights Issue and the H Share Rights Issue are not interconditional.

C. H SHARE RIGHTS ISSUE

The H Share Rights Issue is subject to the fulfillment of the conditions as set out under the section headed “Conditions of the H Share Rights Issue” in this announcement.

Details of the H Share Rights Issue are as follows:

H Share Rights Issue Statistics

Basis of H Share Rights Issue	0.45 H Rights Shares for every 10 existing H Shares held at the close of business on the H Share Record Date by the Qualified H Shareholders
Number of H Shares in issue as at the date of this announcement	83,056,501,962
Number of H Rights Shares proposed to be issued (assuming the number of H Shares in issue on the H Share Record Date remains the same as the date of this announcement)	3,737,542,588
Subscription Price for the H Rights Shares	HK\$3.49
Sole Global Coordinator	ICBC International Capital Limited
Joint Lead Underwriters (in alphabetical order)	BNP Paribas Capital (Asia Pacific) Limited (“ BNP ”) BOCI Asia Limited (“ BOCI ”) ICBC International Securities Limited (“ ICBCI Securities ”) UBS AG, Hong Kong Branch (“ UBS ”)
Co-Lead Underwriters (in alphabetical order)	Credit Suisse (Hong Kong) Limited (“ CS ”) The Hongkong and Shanghai Banking Corporation Limited (“ HSBC ”) Merrill Lynch Far East Limited (“ ML ”) Nomura International (Hong Kong) Limited (“ Nomura ”)

Save for the A Share Convertible Corporate Bonds, the Bank has no outstanding convertible securities or warrants in issue, which confer any right to subscribe for, convert or exchange into the H Shares, as at the date of this announcement.

The A Share Convertible Corporate Bonds were issued on 31 August 2010 and are listed on the Shanghai Stock Exchange (Convertible Corporate Bond Code: 113002). The A Share Convertible Corporate Bonds have a total face value of RMB25 billion, with a total number of 250 million bonds and a nominal value of RMB100 each. The net proceeds from the issuance of the A Share Convertible Corporate Bonds after deduction of the expenses relating to the issuance amounted to RMB24.87 billion and, as approved by CBRC, have been used to replenish the Bank's supplementary capital, and upon conversion into shares by the holders of the A Share Convertible Corporate Bonds, the entire amount which has been converted into A Shares will be used to replenish the Bank's core capital. The A Share Convertible Corporate Bonds have a term of six years, from 31 August 2010 to 31 August 2016. The conversion period of the A Share Convertible Corporate Bonds shall commence from 1 March 2011 and end on 31 August 2016).

Basis of Entitlement

Subject to the fulfilment of the conditions set out under the section headed "Conditions of the H Share Rights Issue" in this announcement, Qualified H Shareholders will be entitled to Nil Paid H Rights to subscribe for 0.45 H Rights Shares for every 10 existing H Shares held on the H Share Record Date at the Subscription Price of HK\$3.49 for each H Rights Share payable in full on acceptance, constituting a total of 3,737,542,588 H Shares, representing approximately 4.50% of the Bank's existing issued H Shares capital as at the date of this announcement and approximately 4.31% of the enlarged issued H Share capital of the Bank immediately after the H Share Rights Issue (assuming the number of H Shares in issue on the H Share Record Date remains the same as the date of this announcement).

Qualified H Shareholders and Closure of the H Shareholders' Register

The Prospectus Documents, consisting of the H Share Rights Issue Prospectus, the Provisional Allotment Letters and the Excess Application Forms, will be despatched to the Qualified H Shareholders only. For the Excluded Shareholders, the Bank will, to the extent reasonably practicable and legally permitted, send the H Share Rights Issue Prospectus to them for their information purposes only, but the Bank will not send Provisional Allotment Letters and Excess Application Forms to the Excluded Shareholders.

To qualify for the subscription of the H Rights Shares, an H Shareholder must be registered as a member of the Bank at the close of business on the H Share Record Date and must not be a Excluded Shareholder.

In order to be registered as members of the Bank at the close of business on the H Share Record Date, H Shareholders must lodge any transfer of H Shares (together with the relevant share certificates) with the H Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 23 November 2010.

The H Shareholders' register of the Bank will be closed from Wednesday, 24 November 2010 to Friday, 26 November 2010, both days inclusive. No transfer of H Shares will be registered during this period.

Rights of the Excluded Shareholders

If at the close of business on the H Share Record Date, an H Shareholder's address on the Bank's H Shareholders' register is in a place outside Hong Kong, that H Shareholder may not be eligible to take part in the H Share Rights Issue. Prospectus Documents to be despatched in connection with the H Share Rights Issue have not and will not be registered or filed under the applicable securities or equivalent legislation of any jurisdictions other than Hong Kong.

The Bank is currently making enquires regarding the feasibility of allowing the Overseas Shareholders to subscribe for the H Rights Shares. If, after making enquiries, the Board considers that it is necessary or expedient not to offer the H Rights Shares to the Overseas Shareholders on account either of the legal restrictions under the laws of the place of his/her/its registered address or the requirements of the relevant regulatory body or stock exchange in that place, such Overseas Shareholders will not be allowed to take up their Nil Paid H Rights to subscribe for the H Rights Shares. The basis for such arrangement with respect to the Excluded Shareholders will be set out in the H Share Rights Issue Prospectus to be issued. The Bank will, to the extent reasonably practicable and legally permitted, send copies of the H Share Rights Issue Prospectus to the Excluded Shareholders for their information purposes only, but the Bank will not send Provisional Allotment Letters and Excess Application Forms to the Excluded Shareholders.

Arrangements will be made for the Nil Paid H Rights of Excluded Shareholders who hold their existing H Shares in certificated form to be provisionally allotted to a nominee or nominees appointed by the Bank for the benefit of the Excluded Shareholders and, if a premium (net of expenses) can be obtained, to be sold by the nominee on such Excluded Shareholders' behalf on the Hong Kong Stock Exchange as soon as practicable after the commencement of the dealings in the Nil Paid H Rights. The proceeds of such sale, less expenses, will be divided on a pro rata basis and paid to the Excluded Shareholders, provided that individual amounts of HK\$100 or less will be paid to the Bank for its own benefit. Any H Rights Shares in respect of unsold entitlements of Excluded Shareholders, any unsold fractional entitlements to the H Rights Shares together with any H Rights Shares in respect of the Nil Paid H Rights not taken up by the Qualified H Shareholders or otherwise not subscribed for by transferees of the Nil Paid H Rights, will be made available for excess application on Excess Application Forms by the Qualified H Shareholders.

Subscription Price for the H Rights Shares

The Subscription Price of HK\$3.49 per H Rights Share is payable in full when a Qualified H Shareholder accepts the relevant provisional allotment of H Rights Shares or applies for excess H Rights Shares or when a transferee of the Nil Paid H Rights subscribes for the H Rights Shares.

The Subscription Price of HK\$3.49 per H Rights Share represents:

- (i) a discount of approximately 47.4% to the closing price of HK\$6.63 per H Share as quoted on the Hong Kong Stock Exchange on the Price Determination Date;
- (ii) a discount of approximately 48.3% to the average closing price of HK\$6.75 per H Share as quoted on the Hong Kong Stock Exchange for the five consecutive trading days up to and including the Price Determination Date;
- (iii) a discount of approximately 46.8% to the average closing price of HK\$6.56 per H Share as quoted on the Hong Kong Stock Exchange for the ten consecutive trading days up to and including the Price Determination Date;
- (iv) a discount of approximately 45.6% to the average closing price of HK\$6.42 per H Share as quoted on the Hong Kong Stock Exchange for the 20 consecutive trading days up to and including the Price Determination Date; and
- (v) a discount of approximately 46.2% to the theoretical ex-right price of HK\$6.49 per H Share based on the closing price of HK\$6.63 per H Share as quoted on the Hong Kong Stock Exchange on the Price Determination Date.

Status of the H Rights Shares

The H Rights Shares, when subscribed for and fully paid, will rank pari passu in all respects with the H Shares then in issue. Holders of the fully paid H Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment and issue of the H Rights Shares.

Fractional Entitlements

The entitlements of H Shareholders will be rounded down to the nearest whole number and fractional entitlements to H Rights Shares will not be provisionally allotted to the H Shareholders. The Nil Paid H Rights representing the aggregate of all the fractions of H Rights Shares (rounded down to the nearest whole number) will be provisionally allotted to a nominee appointed by the Bank and, if a premium (net of expenses) can be obtained, will be sold by the nominee on the Bank's behalf in the market as soon as practicable after the commencement of dealing in the Nil Paid H Rights and the net proceeds of such sale will be retained by the Bank for its own benefit. Any H Rights Shares in respect of the unsold fractional entitlements will be made available for excess application by the Qualified H Shareholders.

Application for Excess H Rights Shares

Qualified H Shareholders may apply, by way of excess application, for H Rights Shares in respect of any unsold entitlements of the Excluded Shareholders, any unsold fractional entitlements to the H Rights Shares and Nil Paid H Rights not taken up by Qualified H Shareholders or otherwise not subscribed for by transferees of the Nil Paid H Rights.

Applications for excess H Rights Shares should be made only by Qualified H Shareholders and only by completing an Excess Application Form and lodging the same with a separate remittance for the amount payable on application in respect of the excess H Rights Shares being applied for at the particular branches of Industrial and Commercial Bank of China (Asia) Limited or Bank of Communications Co., Ltd. Hong Kong Branch as mentioned in the H Share Rights Prospectus no later than 4:00 p.m. on Thursday, 16 December 2010 or such later time and/or date as may be agreed between the Bank and the Underwriters. All remittances must be made in Hong Kong dollars and cheques or cashier's orders must be drawn on a bank account in Hong Kong and made payable to "ICBC (Asia) Nominee Limited – ICBC – EAF" and crossed "Account Payee Only".

All cheques or cashier's orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Bank. Any Provisional Allotment Letter or Excess Application Form in respect of which a cheque or cashier's order is dishonoured on first presentation is liable to be rejected. An applicant must pay the exact amount payable upon application for the H Rights Shares, underpaid application will be rejected. In the event of overpaid application, a refund cheque will be made out to the applicant only if the overpaid amount is HK\$100 or above.

If no excess H Rights Shares are allotted and issued to a Qualified H Shareholder, the amount tendered on application is expected to be refunded to that Qualified H Shareholder in full without any interest by means of cheque(s) despatched by ordinary post at the risk of such applicant on or about Friday, 24 December 2010. If the number of excess H Rights Shares allotted and issued to a Qualified H Shareholder is less than the number applied for, the surplus application monies are also expected to be refunded to such Shareholder without any interest by means of cheque(s) despatched by ordinary post at the risk of such Shareholder on or about Friday, 24 December 2010.

If the Majority Underwriters exercise the rights to terminate their obligations or if the condition precedents under the Underwriting Agreement are not fulfilled before the Latest Time for Termination, the monies received in respect of the relevant applications for excess H Rights Shares will be returned to the relevant persons without interest, by means of cheque(s) to be despatched by ordinary post at the risk of such persons on or about Friday, 24 December 2010.

The Excess Application Form is for use only by the person(s) to whom it is addressed and is not transferable. All enquiries in connection with the Excess Application Form should be addressed to the H Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

Any excess H Rights Shares will, at the sole discretion of the Directors, be allocated and allotted on a fair and reasonable basis and as far as practicable, (i) preference will be given to those applications that will top-up odd lots to whole board lots, unless the total number of excess H Rights Shares are not sufficient to top up all odd lots into whole board lots, and (ii) after applying the principle in (i) above, the remaining excess H Rights Shares (if preference will be given) or all excess H Rights Shares (if no preference will be given) will be allocated to Qualified H Shareholders who have applied for excess H Rights Shares on a pro rata basis with reference to their number of excess H Rights Shares applied for.

H Shareholders with their H Shares held by a nominee company should note that the Board will regard the nominee company as a single H Shareholder in accordance with the H Shareholders' register of the Bank. Accordingly, the H Shareholders should note that the aforesaid arrangement in relation to the top-up of odd lots for allocation of excess H Rights Shares will not be extended to beneficial owners individually. H Shareholders with their H Shares held by a nominee company are advised to consider whether they would like to arrange the registration of the relevant H Shares in the name of the beneficial owner(s) prior to the H Share Record Date.

H Shareholders whose H Shares are held by their nominee(s) and who would like to have their names registered on the H Shareholders' register of the Bank must lodge all necessary documents with the Bank's H Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for completion of the relevant registration at or before 4:30 p.m. on Tuesday, 23 November 2010.

Conditions of the H Share Rights Issue

The H Share Rights Issue is conditional upon the fulfilment of the following matters:

- (i) the approval of the Rights Issue by the Shareholders at the extraordinary general meeting;
- (ii) the approval of the Rights Issue at the H shareholders' class meeting and the A Shareholders' class meeting, respectively;
- (iii) the approval of the Rights Issue by the CBRC;
- (iv) the approval of the Rights Issue by the CSRC;
- (v) the Listing Committee of the Hong Kong Stock Exchange agreeing to grant approval for the listing of, and permission to deal in, the Nil Paid H Rights and the H Rights Shares, either unconditionally or subject to such conditions which the Bank accepts; and
- (vi) the delivery to the Hong Kong Stock Exchange and filing and registration of all documents in relation to the H Share Rights Issue as required by law to be filed and registered with the Registrar of Companies in Hong Kong.

None of the above conditions for completion of the H Share Rights Issue may be waived by the Bank. As at the date of this announcement, the conditions under (i) to (iv) above have been fulfilled. If any of the above conditions is not satisfied, the H Share Rights Issue will not proceed.

Please note that the H Share Rights Issue will proceed on a fully underwritten basis in accordance with Rule 7.19 of the Hong Kong Listing Rules. Please refer to the section headed "H Share Underwriting Arrangements" in this announcement for details of the underwriting arrangements. **In the event that the Underwriting Agreement does not become unconditional or if it is terminated in accordance with the terms thereof, the H Share Rights Issue will not proceed.**

Application for Listing/Dealing Arrangements

Application will be made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Nil Paid H Rights and the H Rights Shares. Dealings in the Nil Paid H Rights and the H Rights Shares will be subject to the payment of stamp duty, Hong Kong Stock Exchange trading fee, Securities and Futures Commission transaction levy or any other applicable fees and charges in Hong Kong. The board lot size of Nil Paid H Rights and the H Rights Shares is 1,000 Nil Paid H Rights and 1,000 H Rights Shares, respectively.

Subject to the granting of listing of, and permission to deal in, the Nil Paid H Rights and the H Rights Shares on the Hong Kong Stock Exchange, and subject to compliance with the stock admission requirements of HKSCC, the Nil Paid H Rights and the H Rights Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Nil Paid H Rights and the H Rights Shares on the Hong Kong Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the “General Rules of CCASS” and “CCASS Operational Procedures” in effect from time to time.

H Share Underwriting Arrangements

The H Share Rights Issue will be conducted on a fully underwritten basis in accordance with Rule 7.19 of the Hong Kong Listing Rules. Details on the underwriting arrangements in relation to the H Share Rights Issue are set out below:

The Underwriting Agreement

Date:	10 November 2010
Sole Global Coordinator:	ICBC International Capital Limited
Joint Lead Underwriters (in alphabetical order):	BNP, BOCI, ICBCI Securities and UBS
Co-Lead Underwriters: (in alphabetical order)	CS, HSBC, ML and Nomura
Total number of H Rights Shares underwritten:	The Underwriters have agreed to fully underwrite up to 3,737,542,588 H Rights Shares not taken up by the Qualified H Shareholders pursuant to the terms of the Underwriting Agreement.

Conditions of the Underwriting Agreement

The underwriting obligations of the Underwriters under the Underwriting Agreement are conditional upon the following conditions:

- (a) the H Rights Shares being duly issued and provisionally allotted by the Bank on the terms set out in the Prospectus Documents to the Qualified H Shareholders;
- (b) the Sole Global Coordinator (on behalf of the Underwriters) receiving from the Bank (in form and substance reasonably satisfactory to the Underwriters) all the documents specified therein by the dates and time specified therein;
- (c) the approval of the H Share Rights Issue granted by CBRC being valid and not having been withdrawn, amended or revoked;
- (d) the approval of the H Share Rights Issue granted by CSRC being valid and not having been withdrawn, amended or revoked;
- (e) the delivery of the Prospectus Documents and all the documents required by the provisions of section 342C of the Companies Ordinance to be delivered to the Registrar of Companies in Hong Kong to the Hong Kong Stock Exchange and the issue by the Hong Kong Stock Exchange of a certificate of authorisation of registration before 3:00 p.m. or such later time as agreed by the Hong Kong Stock Exchange on the Business Day before the date of issue of the H Share Rights Issue Prospectus;
- (f) the Registrar of Companies in Hong Kong registering the Prospectus Documents and all the documents required by the provisions of section 342C of the Companies Ordinance on or before the despatch of the H Share Rights Issue Prospectus;
- (g) the grant of listing of and permission to deal in the Nil Paid H Rights and the H Rights Shares (either unconditional or subject only to allotment and despatch of the share certificates in respect thereof) by the Hong Kong Stock Exchange and dealings in the Nil Paid H Rights and the H Rights Shares being allowed by the Hong Kong Stock Exchange (and such listing and permission not subsequently being withdrawn or revoked); and
- (h) posting of the Prospectus Documents to the Qualified H Shareholders on or before 29 November 2010 (or such later date to be agreed with the Sole Global Coordinator on behalf of the Underwriters).

If the conditions of the Underwriting Agreement are not duly satisfied and/or waived (where applicable) by the Sole Global Coordinator (on behalf of the Underwriters), when and as required by the Underwriting Agreement to be satisfied (unless otherwise waived or modified by the Sole Global Coordinator (on behalf of the Underwriters)), or if the Underwriting Agreement shall be terminated as described below, save in respect of certain rights and obligations under the Underwriting Agreement, all liabilities of the parties under the Underwriting Agreement will cease. In such circumstances, the Bank shall, pursuant to the

Underwriting Agreement and subject to certain deduction or limitation specified thereunder, remain liable to pay certain expenses incurred by the Bank or on behalf of the Bank but shall not be liable to pay to any of the Underwriters the underwriting commissions thereunder.

Any of the conditions set out above (except conditions (a), (c), (d), (e), (f), (g) and (h) disclosed above) may be waived at any time by the Sole Global Coordinator (on behalf of the Underwriters), in its sole discretion, and such waiver may be in whole or in part and made subject to such terms and conditions as are determined by the Sole Global Coordinator (on behalf of the Underwriters).

If the Underwriting Agreement does not become unconditional or is terminated, the H Share Rights Issue will not proceed.

Termination of the Underwriting Agreement

If any of the termination events set out in the Underwriting Agreement occurs at any time prior to 4:00 p.m. on Monday, 20 December 2010, the Majority Underwriters may, in their sole opinion and after consultation with the Bank, terminate the underwriting arrangements set out under the Underwriting Agreement by notice in writing to the Bank at any time prior to the Latest Time for Termination, upon the occurrence of any of the following matters set out in the Underwriting Agreement:

- (a) there shall have developed, occurred, happened or come into effect any change (whether permanent or not) in the assets, liabilities, conditions, business, general affairs, management, prospects, profits, losses or financial or trading position or performance of the Bank and its subsidiaries taken as a whole, in the aggregate, in the sole and absolute judgment of the Majority Underwriters, so material and adverse as to make it impracticable to proceed with the H Share Rights Issue or the delivery of the H Rights Shares on the terms and in the manner contemplated in the H Share Rights Issue Prospectus or is likely to have a material adverse effect on the success of the H Share Rights Issue or the level of the H Rights Shares taken up;
- (b) there has been any breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement, or there has been a breach on the part of the Bank of any other provision of the Underwriting Agreement, in either case which is material in the context of the H Share Rights Issue; or
- (c) there shall have developed, occurred, happened or come into effect any of the following:
 - (i) a suspension or limitation (including, without limitation, any minimum or maximum price limit or range) in or on trading in securities generally on the Hong Kong Stock Exchange, the New York Stock Exchange, or the Shanghai Stock Exchange;
 - (ii) a suspension or limitation (including, without limitation, any minimum or maximum price limit or range) in or on trading in any securities of the Bank listed or quoted on a stock exchange;

- (iii) a general moratorium on commercial banking activities declared by relevant Authorities in Hong Kong, the PRC, the United States or a disruption in commercial banking or foreign exchange trading or securities settlement or clearance services, procedures or matters in Hong Kong, the PRC and the United States;
- (iv) any event or circumstance in the nature of force majeure (including, without limitation, any act of government, economic sanctions, riot, fire, explosion, flooding, earthquake, civil commotion, act or declaration of war, outbreak or escalation of hostilities (whether or not war is or has been declared), act of terrorism (whether or not responsibility has been claimed), act of God, pandemic, epidemic, outbreak of infectious disease, declaration of a state of emergency or calamity or crisis, in each case, involving or affecting Hong Kong or the PRC; or
- (v) there shall have occurred any outbreak or escalation of hostilities, or any change in any financial, political, economic, legal, military, industrial, fiscal, regulatory, currency or market conditions (including, without limitation, conditions in the stock and bond markets, money and foreign exchange markets, interbank markets and credit markets) in or affecting Hong Kong, the PRC or the United States,

if the effect of any such event or circumstance specified above, individually or in the aggregate, in the judgment of the Majority Underwriters is so material and adverse as to make it impracticable or inadvisable to proceed with the H Share Rights Issue or the delivery of the H Rights Shares on the terms and in the manner contemplated in the H Share Rights Issue Prospectus.

In the event that the Majority Underwriters exercise their right under the Underwriting Agreement to terminate the Underwriting Agreement, their underwriting obligations will cease and the H Share Rights Issue will not proceed, in which case, a further announcement will be made by the Bank at the relevant time.

Lock-up undertaking

The Bank has undertaken in the Underwriting Agreement that, except for the H Rights Shares and the A Rights Shares and the issue of Shares pursuant to existing obligations in respect of convertible or debt securities (including the A Share Convertible Corporate Bonds), it will not at any time prior to the date that is 30 days after the Acceptance Date undertake any consolidation or subdivision of its share capital or any capitalisation issue or allot, issue (or contract to allot or issue), pledge or grant any rights in respect of the Shares or enter into any arrangement which transfers to another, in whole or in part, any of the economic consequences of any such securities or agree to do any of the foregoing unless it has obtained the prior consent of the Sole Global Coordinator (such consent not to be unreasonably withheld or delayed).

Warning of the Risks of Dealing in the H Rights Shares and the Nil-Paid H Rights

Existing H Shares are expected to be dealt on an ex-rights basis from Monday, 22 November 2010. Dealings in the Nil Paid H Rights are expected to take place from Wednesday, 1 December 2010 to Monday, 13 December 2010 (both days inclusive). If the conditions of the H Share Rights Issue (please refer to the section headed “Conditions of the H Share Rights Issue” in this announcement) are not fulfilled, the H Share Rights Issue will not proceed.

The Underwriting Agreement contains provisions entitling the Majority Underwriters by notice in writing to terminate the Underwriting Agreement upon occurrence of certain events. In the event that the Underwriting Agreement does not become unconditional or if it is terminated in accordance with the terms thereof, the H Share Rights Issue will not proceed.

Any H Shareholder or other person dealing in H Shares up to the date on which all the conditions to which the H Share Rights Issue is subject are fulfilled (and the date on which the Majority Underwriters’ right of termination of the Underwriting Agreement ceases) and any person dealing in the Nil Paid H Rights during the period from Wednesday, 1 December 2010 to Monday, 13 December 2010 (both days inclusive) will bear the risk that the H Share Rights Issue may not become unconditional or may not proceed. If in any doubt, investors are recommended to consult their professional advisers.

Any dealing in the H Rights Shares or the Nil Paid H Rights is at the investor’s own risk. If in any doubt, investors are recommended to consult their professional advisers.

Despatch of H Share Certificates and the Refund Cheques for the H Share Rights Issue

Subject to the fulfilment of the conditions of the H Share Rights Issue, it is expected that the certificates for the H Rights Shares and the refund cheque(s) in respect of wholly or partly unsuccessful applications for excess H Rights Shares (if any) will be despatched by ordinary post to the allottees and those entitled thereto, at their own risk, to their registered addresses by the H Share Registrar on or about Friday, 24 December 2010.

Taxation

Qualified H Shareholders are advised to consult their professional advisers if they are in any doubt as to the taxation implications of holding the receipt, purchasing, holding, exercising, disposing of or dealing in the Nil Paid H Rights or the H Rights Shares and, regarding the Excluded Shareholders, their receipt of the net proceeds, if any, from sales of the Nil Paid H Rights on their behalf.

It is emphasised that none of the Bank, the Directors or any other parties involved in the H Share Rights Issue accepts responsibility for any tax effects or liabilities of holders of the H Shares resulting from the receipt, purchasing, holding, exercising, disposing of, or dealing in the Nil Paid H Rights or the H Rights Shares or receipt of such net proceeds.

Net Proceeds from the H Share Rights Issue

The H Share Rights Issue will raise (i) gross proceeds in an aggregate amount of approximately HK\$13,044 million and (ii) net proceeds (after deducting all estimated costs and expenses incidental to the Rights Issue) in an aggregate amount of approximately HK\$12,884 million.

Expected H Share Rights Issue Timetable

Last day of dealings in H Shares on a cum-rights basis	Friday, 19 November 2010
First day of dealings in H Shares on an ex-rights basis	Monday, 22 November 2010
Latest time for lodging transfer of H Shares in order to qualify for the H Share Rights Issue	4:30 p.m., Tuesday, 23 November 2010
Register of the H Shareholders closed	Wednesday, 24 November 2010 to Friday, 26 November 2010 (both days inclusive)
H Share Record Date	Friday, 26 November 2010
Despatch of Prospectus Documents	Monday, 29 November 2010
Register of the H Shareholders re-opens	Monday, 29 November 2010
First day of dealings in Nil Paid H Rights	Wednesday, 1 December 2010
Latest time for splitting Provisional Allotment Letters	4:30 p.m., Wednesday, 8 December 2010
Last day of dealings in Nil Paid H Rights	Monday, 13 December 2010
Latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares	4:00 p.m., Thursday, 16 December 2010
Latest time for the termination of the Underwriting Agreement and for the H Share Rights Issue to become unconditional	4:00 p.m., Monday, 20 December 2010
Announcement of results of acceptance of and excess applications for H Rights Shares	Thursday, 23 December 2010

Despatch of certificates for fully paid
H Rights Shares Friday, 24 December 2010

Despatch of refund cheques in respect
of wholly or partially unsuccessful
applications for excess H Rights Shares Friday, 24 December 2010

Commencement of dealings in
H Rights Shares in fully-paid form 9:30 a.m., Tuesday, 28 December 2010

Shareholders should note that the dates specified in the expected timetable of the H Share Rights Issue as set out above, and in other parts of this announcement, are indicative only. In the event any special circumstances arise, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any such extension or adjustment to the expected timetable will be announced and notified to the Shareholders as and when appropriate.

Receiving Bank Arrangement and Contingency Plan

In order to ensure that large volume of applications for the H Rights Shares and excess H Rights Shares can be processed within a short period of time, the Bank will appoint Industrial and Commercial Bank of China (Asia) Limited and Bank of Communications Co., Ltd. Hong Kong Branch as receiving banks for the H Share Rights Issue and will initially make available 15 branches to collect the applications and the subscription money. The details of these 15 branches will be disclosed in the H Share Rights Issue Prospectus. The branches will open at the following times during the offer period of the H Share Rights Issue:

Monday to Friday: 9:00 a.m. to 5:00 p.m.;

Saturday: 9:00 a.m. to 1:00 p.m.; and

Acceptance Date (16 December 2010): 9:00 a.m. to 4:00 p.m.

In the event that subscription level of the H Share Rights Issue is substantially higher than expected, Industrial and Commercial Bank of China (Asia) Limited and Bank of Communications Co., Ltd. Hong Kong Branch will extend the opening hours during the weekends within the offer period for the H Share Rights Issue, or open up to 5 additional branches to collect and process the applications and subscription money. The Bank will make a separate announcement if such arrangement is made.

If necessary, the H Share Registrar will assign additional trained staff at the designated branches of Industrial and Commercial Bank of China (Asia) Limited and Bank of Communications Co., Ltd. Hong Kong Branch to assist the H Shareholders to fill in the applications for the H Rights Shares or the excess H Rights Shares and to answer their enquiries.

The Bank, with the assistance of the Sole Global Coordinator, the Underwriters and the H Share Registrar, will monitor the process of the H Share Rights Issue to ensure that the H Share Rights Issue will be conducted in a fair and orderly manner. In the event any special circumstances arise, the Board may extend, or make adjustment to, the timetable of the H Share Rights Issue if it considers appropriate.

Effect of Bad Weather on Latest Time for Acceptance of and Payment for H Rights Shares and Application for Excess H Rights Shares

The latest time for acceptance of and payment for H Rights Shares and application for excess H Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on 16 December 2010. Instead the latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares will be extended to 5:00 p.m. on the same Business Day;
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on 16 December 2010. Instead the latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares does not take place on the 16 December 2010, the dates mentioned in the section headed “Expected H Share Rights Issue Timetable” above may be affected. An announcement will be made by the Bank in such event.

D. A SHARE RIGHTS ISSUE

Details of the A Share Rights Issue are as follows:

A Share Rights Issue Statistics

Basis of A Share Rights Issue	:	0.45 A Rights Shares for every 10 existing A Shares held on the A Share Record Date by all A Shareholders
Number of A Shares in issue prior to the A Share Rights Issue	:	250,962,348,064
Number of A Shares proposed to be allotted and issued	:	11,293,305,662
Joint Sponsors	:	UBS Securities Co. Ltd. China International Capital Corporation Limited
Joint Lead Underwriters	:	UBS Securities Co. Ltd. China International Capital Corporation Limited
Auditors	:	Ernst & Young Hua Ming Certified Public Accountants
Subscription Price for the A Rights Shares	:	RMB2.99

Basis of Entitlement

Subject to the fulfilment of the conditions set out under the section headed “Conditions of the A Share Rights Issue” in this announcement, Qualified A Shareholders will be entitled to subscribe for 0.45 A Rights Shares for every 10 existing A Shares held on the A Share Record Date at the Subscription Price of RMB2.99, for each A Rights Share payable in full on acceptance.

Qualified A Shareholders

In order to qualify for the A Share Rights Issue, an A Shareholder must be a registered A Shareholder of the Bank on the A Share Record Date.

Expected Timetable of A Share Rights Issue

CBRC granting approval for the A Share Rights Issue	Wednesday, 29 September 2010
CSRC granting approval for the A Share Rights Issue	Tuesday, 9 November 2010
Publication of the A Share Rights Issue Prospectus and its summary on the website of the Shanghai Stock Exchange	Thursday, 11 November 2010
A Share Record Date	Monday, 15 November 2010
Commencement of the A Share Rights Issue	Tuesday, 16 November 2010
Suspension of trading in the A Shares on the Shanghai Stock Exchange	Tuesday, 16 November 2010 to Tuesday, 23 November 2010
First day for acceptance of and payment for the A Rights Shares	Tuesday, 16 November 2010
Close of the A Share Rights Issue	Monday, 22 November 2010
Last day for payment for the A Rights Shares	Monday, 22 November 2010
Verification of the payment for subscription for the A Rights Shares	Tuesday, 23 November 2010
Announcement of results of the A Share Rights Issue	Wednesday, 24 November 2010
Ex-rights date and resumption of trading in the A Shares on the Shanghai Stock Exchange	Wednesday, 24 November 2010

Shareholders should note that the dates specified in the expected timetable of the A Share Rights Issue as set out above, and in other parts of this announcement, are indicative only and may change. Any such change to the expected timetable will be announced and notified to the Shareholders as and when appropriate.

The listing of, and the date of commencement of dealings in, the A Rights Shares will be subject to further determination by the relevant PRC regulatory authorities. A further announcement will be made by the Bank as and when such details are available.

Conditions of the A Share Rights Issue

The A Share Rights Issue is conditional upon the fulfilment of the following matters:

- (i) the approval of the Rights Issue by the Shareholders at the extraordinary general meeting;
- (ii) the approval of the Rights Issue at the A Shareholders' class meeting of 2010 and the H shareholders class meeting, respectively;
- (iii) the approval of the Rights Issue by the CBRC;
- (iv) the approval of the Rights Issue by the CSRC;
- (v) the subscription of the A Rights Shares by the A Shareholders being at least 70% of the A Share Rights Issue; and
- (vi) the fulfilment by the controlling shareholders of the Bank of its public undertaking to be made prior to the convening of the Second Extraordinary General Meeting of 2010 with respect to the number of Rights Shares it will subscribe.

None of the above conditions for the completion of the A Share Rights Issue may be waived by the Bank. As at the date of this announcement, the conditions set out in (i) to (iv) above have been fulfilled. If any of the above conditions is not fulfilled, the A Share Rights Issue will not proceed.

Ministry of Finance of the People's Republic of China and Central Huijin Investment Ltd. have provided to the Bank undertakings to subscribe the Rights Shares to be issued by the Bank such that they will subscribe in cash all the entitled Rights Shares, which will be allotted to them in proportion to their respective shareholdings in the Bank according to the Rights Issue plan considered and approved by the Board on 28 July 2010. The Rights Issue plan was approved at the Bank's Second Extraordinary General Meeting of 2010, the First A Shareholders Class Meeting of 2010 and the First H Shareholders Class Meeting of 2010 on 21 September 2010. Such subscription undertakings shall only become exercisable upon approval from relevant regulatory authorities.

A Share Rights Issue will be sold by selling agents

The A Share Rights Issue will be sold by selling agents on behalf of the Bank as required under applicable PRC laws and regulations. Under applicable PRC laws and regulations and as classified by the CSRC, the A Share Rights Issue may only proceed if the subscription level of the A Rights Shares is at least 70% of the A Share Rights Issue. The rights to subscribe for the A Shares which are not taken up will lapse and no new A Shares will be issued or allotted pursuant to such rights.

Application for Listing

Application will be made to the Shanghai Stock Exchange for the listing of the A Rights Shares.

Net Proceeds from the A Share Rights Issue

The A Share Rights Issue will raise (i) gross proceeds in an aggregate amount of approximately RMB33,767 million (assuming full subscription for the A Rights Shares) or RMB23,637 million (assuming 70% subscription for the A Rights Shares); and (ii) net proceeds (after deducting all estimated costs and expenses incidental to the Rights Issue) in an aggregate amount of approximately RMB33,664 million (assuming full subscription for the A Rights Shares) or RMB23,564 million (assuming 70% subscription for the A Rights Shares).

A Share Rights Issue Prospectus

The Chinese version of the A Share Rights Issue Prospectus is available for public inspection on the websites of Hong Kong Stock Exchange (www.hkexnews.hk) and Shanghai Stock Exchange (www.sse.com.cn) from 11 November 2010. Neither the Chinese version of the A Share Rights Issue Prospectus nor any other information on either of the above websites is incorporated in this announcement.

E. SHAREHOLDING STRUCTURE OF THE BANK PRIOR TO AND UPON COMPLETION OF THE RIGHTS ISSUE

The following table sets out the Bank's shareholding structure prior to and upon completion of the Rights Issue (assuming the Rights Issue is conducted on the basis of 0.45 Rights Shares for every 10 existing Shares with full subscription for the Rights Shares and assuming there will be no change in the issued share capital of the Bank between the date of this announcement and the Record Date):

Share class	Total number of issued Shares before the Rights Issue as at the date of this announcement	Percentage of the total number of issued Shares	Number of Shares to be issued under the Rights Issue	Total number of issued Shares immediately after the Rights Issue	Percentage of the total number of issued Shares immediately after the Rights Issue
H Shares	83,056,501,962	24.87%	3,737,542,588	86,794,044,550	24.87%
A Shares	250,962,348,064	75.13%	11,293,305,662	262,255,653,726	75.13%
Total	<u>334,018,850,026</u>	<u>100.00%</u>	<u>15,030,848,250</u>	<u>349,049,698,276</u>	<u>100.00%</u>

The following table sets out the Bank's shareholding structure prior to and upon completion of the Rights Issue (assuming the Rights Issue is conducted on the basis of 0.45 Rights Shares for every 10 existing Shares with 70% subscription level for the A Rights Shares and full subscription for the H Rights Shares and assuming there will be no change in the issued share capital of the Bank between the date of this announcement and the Record Date):

Share class	Total number of issued Shares before the Rights Issue as at the date of this announcement	Percentage of the total number of issued Shares	Number of Shares to be issued under the Rights Issue	Total number of issued Shares immediately after the Rights Issue	Percentage of the total number of issued Shares immediately after the Rights Issue
H Shares	83,056,501,962	24.87%	3,737,542,588	86,794,044,550	25.11%
A Shares	250,962,348,064	75.13%	7,905,313,963	258,867,662,027	74.89%
Total	<u>334,018,850,026</u>	<u>100.00%</u>	<u>11,642,856,551</u>	<u>345,661,706,577</u>	<u>100.00%</u>

At all times during the process of the Rights Issue and upon completion of the Rights Issue, the Bank expects to be able to maintain the minimum public float of 23.45% pursuant to the discretion exercised by the Hong Kong Stock Exchange under Rule 8.08(1)(d) of the Hong Kong Listing Rules at the time of the initial public offering of H Shares of the Bank in 2006 to accept a lower public float percentage.

Except for the issue of the A Share Convertible Corporate Bonds, the Bank has not engaged in any equity fund raising activities in the past 12 months from the date of this announcement.

F. REASONS AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS

The proceeds from the Rights Issue, after deduction of the expenses relating to the issuance, will be used to strengthen the capital base of the Bank.

G. H SHAREHOLDER HOTLINE

If you have questions in relation to the H Share Rights Issue, please telephone the H Shareholder hotline on (852) 2862 8666 during business hours from 9:00 a.m. to 6:00 p.m., Monday to Friday (other than public holidays).

H. DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms and expressions shall have the following meanings:

“A Rights Shares”	the new A Shares proposed to be allotted and issued to all A Shareholders pursuant to the A Share Rights Issue (less any A Shares not taken up by the A Shareholders)
“A Share(s)”	ordinary share(s) of RMB1.00 each in the share capital of the Bank, which are listed on the Shanghai Stock Exchange and traded in RMB
“A Share Convertible Corporate Bonds”	convertible corporate bonds convertible into new A Shares of a total face value of RMB25 billion issued by the Bank in the PRC on 31 August 2010 and listed on the Shanghai Stock Exchange (Convertible Corporate Bond Code: 113002)
“A Share Record Date”	Monday, 15 November 2010, by reference to which entitlements of the Qualified A Shareholder(s) to the A Share Rights Issue were determined
“A Share Rights Issue”	the issue of 11,293,305,662 A Rights Shares at the Subscription Price on the basis of 0.45 A Rights Shares for every 10 existing A Shares held by the A Shareholders as set out in the register of members after market closes on the A Share Record Date
“A Share Rights Issue Prospectus”	the A Share rights issue prospectus containing the details of the A Share Rights Issue published by the Bank on the website of the Shanghai Stock Exchange (www.sse.com.cn) and the website of the Hong Kong Stock Exchange (www.hkexnews.hk) on 11 November 2010
“A Shareholder(s)”	holder(s) of the A Shares
“Acceptance Date”	Thursday, 16 December 2010, being the latest date for acceptance of, and payment for, the H Rights Shares and application for the excess H Rights Shares
“Authorised Directors”	Chairman, Vice Chairman, President of the Bank
“Bank”	中國工商銀行股份有限公司 (Industrial and Commercial Bank of China Limited), a joint stock limited company in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (Stock Code: 1398) and the Shanghai Stock Exchange (Stock Code: 601398), respectively

“Beneficial H Shareholder”	any beneficial owner of H Shares whose H Shares are registered as shown in the H Shareholders’ register of the Bank in the name of a registered H Shareholder
“Board”	the board of Directors
“Business Day”	any day other than Saturday or Sunday on which commercial banks and financial institutions in Hong Kong are open for business
“CBRC”	China Banking Regulatory Commission
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Co-Lead Underwriters”	CS, HSBC, ML and Nomura (in alphabetical order)
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“CSRC”	China Securities Regulatory Commission
“Directors”	the directors of the Bank
“Excess Application Form(s)”	application form(s) for excess H Rights Shares
“Excluded Shareholder(s)”	Overseas Shareholder(s) in respect of whom the Directors, based on enquiries made or to be made by the Directors, consider it necessary or expedient not to allow such H Shareholders to take up their Nil Paid H Rights to subscribe for the H Rights Shares on account either of the legal restrictions under the laws of the relevant place or the requirement of the relevant regulatory body or stock exchange in that place
“First A Shareholders Class Meeting of 2010”	the class meeting of the A Shareholders of the Bank held on Tuesday, 21 September 2010 on which, among other matters, the Rights Issue was considered and approved
“First H Shareholders Class Meeting of 2010”	the class meeting of the H Shareholders held on Tuesday, 21 September 2010 on which, among other matters, the Rights Issue was considered and approved
“H Rights Shares”	the new H Shares proposed to be allotted and issued to Qualified H Shareholders pursuant to the H Share Rights Issue
“H Share(s)”	overseas listed foreign share(s) of par value of RMB1.00 each in the share capital of the Bank, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars

“H Share Record Date”	Friday, 26 November 2010, or such other date determined by the Board by reference to which entitlements to the H Share Rights Issue are to be determined
“H Share Registrar”	Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, being the Bank’s registrar of the H Shares
“H Share Rights Issue”	the issue of 3,737,542,588 H Rights Shares at the Subscription Price on the basis of 0.45 H Rights Shares for every 10 existing H Shares held on the H Share Record Date
“H Share Rights Issue Prospectus”	the prospectus to be issued by the Bank and despatched to the H Shareholders in respect of the H Share Rights Issue containing further details of the H Share Rights Issue
“H Shareholder(s)”	holder(s) of H Shares
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Joint Lead Underwriters”	BNP, BOCI, ICBCI Securities, UBS (in alphabetical order)
“Latest Time for Termination”	4:00 p.m. on Monday, 20 December 2010
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Majority Underwriters”	any five Underwriters acting as a group
“Nil Paid H Rights”	rights to subscribe for H Rights Shares (in the form of H Rights Shares in nil-paid form) before the Subscription Price is paid
“Overseas Shareholder(s)”	(i) H Shareholder(s) whose name(s) appear(s) on the register of members of the Bank at the close of business on the H Share Record Date and whose address(es) as shown on such register is/are in a place(s) outside Hong Kong and (ii) Beneficial H Shareholder whose address(es) is/are in a place(s) outside Hong Kong

“PRC”	the People’s Republic of China but excluding, for the purposes of this announcement only, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“PRC GAAP”	Accounting Standards for Business Enterprises and the Application Guidance thereof promulgated by the Ministry of Finance in 2006, as well as other relevant regulations
“Price Determination Date”	Wednesday, 10 November 2010, the date on which the Subscription Price was fixed for the purposes of the Rights Issue
“Prospectus Documents”	the H Share Rights Issue Prospectus, the Provisional Allotment Letter and the Excess Application Form
“Provisional Allotment Letter(s)”	provisional allotment letter(s) for the H Rights Shares
“Qualified A Shareholder(s)”	A Shareholder(s) whose name(s) appear(s) on the register of members of the Bank on the A Share Record Date
“Qualified H Shareholder(s)”	H Shareholder(s), other than the Excluded Shareholder(s), whose name(s) appear(s) on the H Shareholders’ register of the Bank at the close of business on the H Share Record Date
“Record Date”	the A Share Record Date and/or the H Share Record Date
“Rights Issue”	the A Share Rights Issue and the H Share Rights Issue
“Rights Share(s)”	the A Rights Share(s) and the H Rights Share(s)
“RMB”	Renminbi, the lawful currency of the PRC
“Second Extraordinary General Meeting of 2010”	the extraordinary general meeting of the Shareholders of the Bank held on Tuesday, 21 September 2010 on which, among other matters, the Rights Issue was considered and approved
“Shanghai Stock Exchange”	the Shanghai Stock Exchange
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholders”	the holder(s) of the A and H Shares of the Bank
“Sole Global Coordinator”	ICBC International Capital Limited

“Subscription Price”	RMB2.99 for each A Rights Share and HK\$3.49 for each H Rights Share
“trading day”	with respect to A Shares, means a day on which the Shanghai Stock Exchange is open for dealing or trading in securities, and with respect to H Shares, means a day on which the Hong Kong Stock Exchange is open for dealing or trading in securities
“Underwriters”	the Joint Lead Underwriters and the Co-Lead Underwriters
“Underwriting Agreement”	the underwriting agreement dated 10 November 2010 and entered into between the Bank, the Sole Global Coordinator and the Underwriters in relation to the H Share Rights Issue
“US”, “U.S.” or “United States”	the United States of America
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended
“Voting Results Announcement”	an announcement of the Bank dated 21 September 2010 in relation to the voting results of the Second Extraordinary General Meeting of 2010, the First A Shareholders Class Meeting of 2010 and First H Shareholders Class Meeting of 2010
“%”	per cent

Unless otherwise specified in this announcement, translations of RMB into HK\$ are made in this announcement for illustration only, at the rate of RMB0.85719 to HK\$1.00. No representation is made that any amounts in RMB could have been or could be converted at that rate or at any other rates or at all.

By order of the Board of Directors
Industrial and Commercial Bank of China Limited
Jiang Jianqing
Chairman

Beijing, PRC
10 November 2010

As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YANG Kaisheng, Ms. WANG Lili and Mr. LI Xiaopeng as executive directors, Mr. HUAN Huiwu, Mr. GAO Jianhong, Ms. LI Chunxiang, Mr. LI Jun, Mr. LI Xiwen and Mr. WEI Fusheng as non-executive directors, Mr. LEUNG Kam Chung, Antony, Mr. QIAN Yingyi, Mr. XU Shanda, Mr. WONG Kwong Shing, Frank, Sir Malcolm Christopher McCARTHY and Mr. Kenneth Patrick CHUNG as independent non-executive directors.