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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**

**REMINDER ANNOUNCEMENT TO QUALIFIED
H SHAREHOLDERS**

7 DAYS UNTIL DESPATCH OF PROSPECTUS DOCUMENTS

Reference is made to the announcement of the Bank dated 10 November 2010 in relation to the proposed Rights Issue (the “**Rights Issue Announcement**”). Terms used in this announcement shall have the same meaning as defined in the Rights Issue Announcement.

Qualified H Shareholders of the Bank are reminded that the Prospectus Documents are expected to be despatched on **29 November 2010**, which will be 7 days from today. Accordingly, the Bank wishes to remind the Shareholders the following:

- if you are in any doubt as to any aspect of the Prospectus Documents or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser immediately;
- the Prospectus Documents are important documents and require your immediate attention. **Your failure to take any action may result in the loss of your entitlements to the Nil Paid H Rights and/or H Rights Shares and dilution of your shareholding in the Bank;**
- please note that you may start accepting and making payment for the H Rights Shares and applying for excess H Rights Shares immediately upon the receipt of the Prospectus Documents until **4:00 p.m. on 16 December 2010**; you are strongly advised not to wait until the last few days before the Acceptance Date;
- you should note that the dates specified in the expected timetable for the H Share Rights Issue as set out in the Rights Issue Announcement are indicative only. In the event any special circumstances arise, the Board or the person authorised by the Board may extend, or make adjustments 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;
- you are also reminded that if the conditions of the H Share Rights Issue (please refer to the section headed “Conditions of the H Share Rights Issue” in the Rights Issue Announcement) are not fulfilled and/or the Underwriting Agreement does not become unconditional or if it is terminated in accordance with the terms thereof, the H Share Rights Issue may not proceed;
- registered H Shareholders^(Note) are reminded to check your mail boxes from 29 November 2010 onwards and if you have not received the Prospectus Documents by 2 December 2010, please immediately call the H Share Registrar at (852) 2862 8666. Non-registered H Shareholders please contact your licensed securities dealer in relation to the Rights Issue;
- 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; and
- according to the expected timetable for the H Share Rights Issue set out in the Rights Issue Announcement, the latest time for acceptance of, and payment for, H Rights Shares and application for excess H Rights Shares is **4:00 p.m. on 16 December 2010**.

H SHAREHOLDER HOTLINE

If any Qualified H Shareholder of the Bank has any question 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).

Note: The H Share Rights Issue Prospectus will not be sent to registered H Shareholders who have previously elected to read the website version or not to receive printed copies of the Bank's corporate communications. Such registered H Shareholders can view the website version on the Bank's website at www.icbc-ltd.com and the Hong Kong Stock Exchange HKExnews's website at www.hkexnews.hk.

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

Beijing, PRC
22 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.