



# Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Industrial and Commercial Bank of China Limited

Date Submitted 6 January 2015

## I. Movements in Authorised Share Capital

(THE FOLLOWING SHOWS MOVEMENTS IN THE REGISTERED SHARE CAPITAL AND PREFERENCE SHARES (AS OPPOSED TO AUTHORISED SHARE CAPITAL) OF THE COMPANY AS THE COMPANY IS INCORPORATED IN THE PRC.)

### 1. Ordinary Shares

(1) Stock code : <u>1398</u> Description : <u>H Shares</u>			
	No. of ordinary shares	Par value (RMB)	Authorised share capital (RMB)
Balance at close of preceding month	<u>86,794,044,550</u>	<u>1.00</u>	<u>86,794,044,550</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>86,794,044,550</u>	<u>1.00</u>	<u>86,794,044,550</u>
(2) Stock code : <u>601398</u> Description : <u>A Shares</u>			
	No. of ordinary shares	Par value (RMB)	Authorised share capital (RMB)
Balance at close of preceding month	<u>264,717,906,330</u>	<u>1.00</u>	<u>264,717,906,330</u>
Increase/(decrease)	<u>1,982,262,940</u>		<u>1,982,262,940</u>
Balance at close of the month	<u>266,700,169,270</u>	<u>1.00</u>	<u>266,700,169,270</u>

## 2. Preference Shares

Stock code :	<u>4603</u>	Description :	<u>U.S.\$2,940,000,000 6.00%, Non-Cumulative, Non-Participating, Perpetual Offshore Preference Shares (the "USD Offshore Preference Shares")</u>		
			No. of preference shares	Par value (RMB)	Authorised share capital (USD) (See Remark 1)
Balance at close of preceding month			<u>NIL</u>	<u>-</u>	<u>NIL</u>
Increase/(decrease)			<u>147,000,000</u>	<u>100</u>	<u>2,940,000,000</u>
Balance at close of the month			<u>147,000,000</u>	<u>100</u>	<u>2,940,000,000</u>

  

Stock code :	<u>4604</u>	Description :	<u>EUR600,000,000 6.00%, Non-Cumulative, Non-Participating, Perpetual Offshore Preference Shares (the "EUR Offshore Preference Shares")</u>		
			No. of preference shares	Par value (RMB)	Authorised share capital (EUR)(See Remark 1)
Balance at close of preceding month			<u>NIL</u>	<u>-</u>	<u>NIL</u>
Increase/(decrease)			<u>40,000,000</u>	<u>100</u>	<u>600,000,000</u>
Balance at close of the month			<u>40,000,000</u>	<u>100</u>	<u>600,000,000</u>

<div> <div>Stock code : 84602</div> <div>RMB 12,000,000,000 6.00%, Non-Cumulative, Non-Participating, Perpetual Offshore Preference Shares (the "RMB Offshore Preference Shares")</div> </div>			
	No. of preference shares	Par value (RMB)	Authorised share capital (RMB)(See Remark 1)
Balance at close of preceding month	<u>NIL</u>	<u>-</u>	<u>NIL</u>
Increase/(decrease)	<u>120,000,000</u>	<u>100</u>	<u>12,000,000,000</u>
Balance at close of the month	<u>120,000,000</u>	<u>100</u>	<u>12,000,000,000</u>

## 3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>NIL</u>	<u>N/A</u>	<u>NIL</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>NIL</u>	<u>N/A</u>	<u>NIL</u>

Total authorised share capital at the end of the month (**TOTAL  
REGISTERED SHARE CAPITAL AND PREFERENCE  
SHARES**) (*RMB*) :

**388,043,503,820** (*See Remark 2*)

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares			No. of other classes of shares
	(1) H Shares	(2) A Shares	(1) USD Offshore Preference Shares	(2) EUR Offshore Preference Shares	(3) RMB Offshore Preference Shares	
Balance at close of preceding month	86,794,044,550	264,717,906,330	NIL	NIL	NIL	NIL
Increase/ (decrease) during the month	NIL	1,982,262,940	147,000,000	40,000,000	120,000,000	NIL
Balance at close of the month	86,794,044,550	266,700,169,270	147,000,000	40,000,000	120,000,000	NIL

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) **NO SHARE OPTIONS ISSUED BY THE COMPANY**

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1.						
( / / )						
shares						
(Note 1)						
2.						
( / / )						
shares						
(Note 1)						
3.						

(   /   /   )						
shares						
(Note 1)						
			Total A. (Ordinary shares)	NIL		
			(Preference shares)	NIL		
			(Other class)	NIL		
Total funds raised during the month from exercise of options (State currency)						

Warrants to Issue Shares of the Issuer which are to be Listed **NO WARRANTS ISSUED BY THE COMPANY**

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____	_____	_____	_____	_____	_____	_____
(    /    /    ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (    /    /    )						
2. _____ _____ _____	_____	_____	_____	_____	_____	_____
(    /    /    ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (    /    /    )						
3. _____ _____ _____	_____	_____	_____	_____	_____	_____
(    /    /    ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (    /    /    )						
4. _____ _____ _____	_____	_____	_____	_____	_____	_____
(    /    /    ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____						

For Main Board and GEM listed issuers

					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month		
EGM approval date (if applicable) (dd/mm/yyyy)	(   /   /   )					
Total B.					(Ordinary shares)	<u>NIL</u>
					(Preference shares)	<u>NIL</u>
					(Other class)	<u>NIL</u>



## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. A Share convertible corporate bonds in the amount of RMB25 billion in aggregate						
(Term of A Share convertible corporate bonds: From 31 August 2010 to 31 August 2016)						
(Conversion period of A Share convertible corporate bonds: commences from 1 March 2011 and ends on 31 August 2016)						
		16,018,634,000 (i.e. 160,186,340 bonds)	6,482,005,000 (i.e. 64,820,050 bonds)	9,536,629,000 (i.e. 95,366,290 bonds)	1,982,262,940 A Shares	2,916,400,305 A Shares
	RMB					
	Listed on the Shanghai Stock Exchange, Convertible Corporate Bond Code:					
Stock code (if listed)	113002					
Class of shares issuable ( <i>Note 1</i> )	A Shares					

Class and description					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month		
	<p>Nominal value of RMB100 each issued at par, minimum subscription of one lot (comprising 10 bonds, totalling RMB1,000). Initial conversion price was RMB4.20 per share, adjusted to RMB4.16 per share from 26 November 2010, further adjusted to RMB4.15 per share from 27 December 2010, further adjusted to RMB3.97 per share from 15 June 2011, further adjusted to RMB3.77 per share from 14 June 2012, further adjusted to RMB3.53 per share from 26 June 2013, further adjusted to RMB3.27 per share from 20 June 2014, subject to further adjustment</p>					
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy))	(18/05/2010)					
2. USD Offshore Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the USD Offshore Preference Shares	USD	-	-	2,940,000,000	-	4,557,432,956 H Shares (See Remark 3)
Stock code (if listed)	4603					
Class of shares issuable (Note 1)	H Shares					
Subscription price	The initial conversion price is USD 0.6451, subject to adjustment					
EGM approval date (if applicable) (dd/mm/yyyy)	(19/ 09/ 2014)					

For Main Board and GEM listed issuers

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
3. EUR Offshore Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the EUR Offshore Preference Shares	EUR	-	-	600,000,000	-	1,251,825,578 H Shares (See Remark 3)
Stock code (if listed)	4604					
Class of shares issuable (Note 1)	H Shares					
Subscription price	The initial conversion price is EUR 0.4793, subject to adjustment					
EGM approval date (if applicable) (dd/mm/yyyy)	(19/09/2014)					
4. RMB Offshore Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the RMB Offshore Preference Shares	RMB	-	-	12,000,000,000	-	3,020,767,778 H Shares (See Remark 3)
Stock code (if listed)	84602					
Class of shares issuable (Note 1)	H Shares					
Subscription price	The initial conversion price is RMB 3.9725, subject to adjustment					
EGM approval date (if applicable) (dd/mm/yyyy)	(19/09/2014)					
Total C. (Ordinary shares)				1,982,262,940	A Shares	
				147,000,000	USD	
					Offshore Preference Shares	
				40,000,000	EUR	
					Offshore Preference Shares	
				120,000,000	RMB	
					Offshore Preference Shares	
(Preference shares)					Shares	
(Other class)					NIL	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes) **NO OTHER AGREEMENTS OR ARRANGEMENTS TO ISSUE SHARES ENTERED INTO BY THE COMPANY**

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ _____ ( / / ) _____ shares ( <i>Note 1</i> )		
2. _____ _____ _____ _____ ( / / ) _____ shares ( <i>Note 1</i> )		
3. _____ _____ _____ _____ ( / / ) _____ shares ( <i>Note 1</i> )		
Total D. (Ordinary shares)	NIL	
(Preference shares)	NIL	
(Other class)	NIL	

Other Movements in Issued Share Capital **NO OTHER MOVEMENTS IN THE ISSUED SHARE CAPITAL OF THE COMPANY**

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
1. Rights issue	At price : State currency	_____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	
2. Open offer	At price : State currency	_____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	
3. Placing	At price : State currency	_____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	
4. Bonus issue		_____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	
5. Scrip dividend	At price : State currency	_____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy)  EGM approval date: (dd/mm/yyyy)	( / / )  ( / / )	

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
6. Repurchase of shares	Class of shares repurchased ( <i>Note 1</i> ) _____ Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)		
7. Redemption of shares	Class of shares redeemed ( <i>Note 1</i> ) _____ Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)		
8. Consideration issue At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)		
9. Capital reorganisation	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)		
10. Other (Please specify) At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)		

For Main Board and GEM listed issuers

Type of Issue	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Total E. (Ordinary shares) (Preference shares) (Other class)	<u>NIL</u> <u>NIL</u> <u>NIL</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) NIL
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	(2) 1,982,262,940 147,000,000 USD Offshore Preference Shares 40,000,000 EUR Offshore Preference Shares 120,000,000 RMB Offshore Preference Shares
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	NIL
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

Remarks (if any):

1. Calculated in accordance with the number of offshore preference shares issued in each currency and the amount of proceeds raised from the issuance of each share, which is US\$20 for each USD Offshore Preference Share issued, EUR15 for each EUR Offshore Preference Share issued and RMB100 for each RMB Offshore Preference Share issued.
2. Calculated based on the aggregate of ordinary share capital and the total proceeds raised from the issuance of all offshore preference shares in each currency, in which the total amount of proceeds raised from the issuance of the USD or EUR Offshore Preference Shares is converted into Renminbi at the middle exchange rate between U.S. dollars and Renminbi of RMB6.1195 to US\$1.00 or the middle exchange rate between Euros and Renminbi of RMB7.5966 to EUR1.00 as published by the People's Bank of China on 10 December 2014.
3. The initial conversion price is equal to the average trading price of the H Shares of the Company for the 20 trading days preceding 25 July 2014, i.e. HK\$5.00 per share, converted into U.S. dollars, Euros and Renminbi based on the relevant cross rate between Hong Kong dollars and U.S. dollars or Euros, or the exchange rate between Hong Kong dollars and Renminbi (as applicable) of RMB6.1579 to US\$1.00, RMB8.2876 to EUR1.00 and RMB0.79449 to HK\$1.00.

Submitted by: HU Hao

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*