



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 29/2/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Industrial and Commercial Bank of China Limited

Date Submitted 6 March 2012

I. Movements in Authorised Share Capital

(THE FOLLOWING SHOWS MOVEMENTS IN THE REGISTERED SHARE CAPITAL (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>262,346,416,716</u> | <u>1.00</u> | <u>262,346,416,716</u> |
| Increase/(decrease) | <u>155,732,323</u> | | <u>155,732,323</u> |
| Balance at close of the month | <u>262,502,149,039</u> | <u>1.00</u> | <u>262,502,149,039</u> |

2. Preference Shares

| | | | |
|-------------------------------------|-----------------------------|--|--|
| Stock code : | <u>N/A</u> | Description : | <u>N/A</u> |
| | No. of preference 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> |

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**) (*RMB*) :

349,296,193,589

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference | No. of other classes |
|---------------------------------------|------------------------|-----------------|------------------|----------------------|
| | (1) | (2) | shares | of shares |
| | H Shares | A Shares | | |
| Balance at close of preceding month | 86,794,044,550 | 262,346,416,716 | NIL | NIL |
| Increase/ (decrease) during the month | NIL | 155,732,323 | NIL | NIL |
| Balance at close of the month | 86,794,044,550 | 262,502,149,039 | NIL | 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 | | | | | | |

For Main Board and GEM listed issuers

(Note 1)

| | |
|----------------------------|------------|
| Total A. (Ordinary shares) | <u>NIL</u> |
| (Preference shares) | <u>NIL</u> |
| (Other class) | <u>NIL</u> |

Total funds raised during the month from exercise of
options (State currency)

| | | | | | 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 | | |
| 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

| 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 |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 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) | | | | | | |
| | | 24,515,844,000 | 618,258,000 | 23,897,586,000 | | |
| | | (i.e. 245,158,440 bonds) | (i.e. 6,182,580 bonds) | (i.e. 238,975,860 bonds) | 155,732,323 A Shares | 6,019,543,073 A Shares |
| Stock code (if listed) | Listed on the Shanghai Stock Exchange, Convertible Corporate Bond Code: | 113002 | | | | |
| Class of shares issuable (Note 1) | A Shares | | | | | |
| Subscription price | Nominal value of RMB100 each issued at par, minimum subscription of one lot (comprising 10 bonds, totalling RMB1,000). | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy)) | 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, subject to further adjustment | | | | | |
| | (18/05/2010) | | | | | |
| 2. | | | | | | |

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 |
|----------------------------|--------------------------------------|--|----------------------------------|---------------------------------|--|---|
| _____ | | | | | | |
| _____ | | | | | | |
| _____ | | | | | | |
| 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 | _____ | _____ | _____ | _____ | _____ | _____ |
| EGM approval date | _____ | _____ | _____ | _____ | _____ | _____ |
| (if applicable) | _____ | _____ | _____ | _____ | _____ | _____ |
| (dd/mm/yyyy) | (/ /) | _____ | _____ | _____ | _____ | _____ |
| | | | | 155,732,323 | | |
| | | | Total C. (Ordinary shares) | A Shares | _____ | |
| | | | (Preference shares) | NIL | _____ | |
| | | | (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) | (/ /) |

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 |
|--|--|---|
| 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) <u>NIL</u> | |
| | (Preference shares) <u>NIL</u> | |
| | (Other class) <u>NIL</u> | |

| | |
|---|------------------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) <u>NIL</u> |
| | (2) <u>155,732,323</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | <u>NIL</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | <u>NIL</u> |
| <i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i> | |

Remarks (if any):

Submitted by: HU Hao

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

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.*