



中国工商银行

INDUSTRIAL AND COMMERCIAL BANK OF CHINA

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

WARNING

This announcement (“Announcement”) in relation to the A share offering of Industrial and Commercial Bank of China Limited (the “Company”) is a translation of the official announcement published in Chinese and is being published as required by The Stock Exchange of Hong Kong Limited solely for the purpose of providing information to the public in Hong Kong.

The issue of this Announcement in the People's Republic of China (“PRC”, excluding, for these purposes, Hong Kong, Macau and Taiwan) is pursuant to PRC regulatory requirements in connection with our A share offering. The A shares are only being offered and sold in the PRC to, and can only be purchased by, investors that meet certain eligibility requirements under the PRC laws and regulations.

By viewing this Announcement, you acknowledge, accept, and agree with the Company and its underwriters and advisors that:

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- (b) the publication of this Announcement must not be regarded as an inducement to subscribe for or purchase any securities, and no such inducement is intended;
- (c) neither this Announcement nor anything contained herein shall form the basis of or be relied on in connection with any contract or commitment whatsoever and prospective investors of our H shares should not rely on information contained in this Announcement in making decisions as to whether to invest in our Global Offering;
- (d) neither the Company nor any of its affiliates, underwriters or advisors makes any express or implied representation or warranty as to the accuracy or completeness of the information contained in this Announcement;
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- (g) the Company has not and will not register the securities referred to in the Announcements under the United States Securities Act of 1933, as amended, or any state securities laws of the United States; and
- (h) as there may be legal restrictions on the distribution of this Announcement or dissemination of any information contained in this Announcement, you agree to inform yourself about and observe any such restrictions applicable to you.

Prospective investors are reminded that the Global Offering is not conditional upon the A share offering. If an offer or an invitation is made to the public in Hong Kong in due course, please refer to a prospectus registered with the Registrar of Companies in Hong Kong for further details regarding the relationship between the Global Offering and the A share offering.

This Announcement does not form part of any prospectus registered with the Registrar of Companies in Hong Kong save in so far as any information has already been incorporated into such prospectus. As part of the A share offering process, certain announcements will be published from time to time on the website of the Shanghai Stock Exchange, which may not be published on the Stock Exchange of Hong Kong Limited website.



中国工商银行

INDUSTRIAL AND COMMERCIAL BANK OF CHINA

Industrial and Commercial Bank of China Limited

Initial Public Offering of A Shares: Announcement of the Listing of A Shares

(Address of the Issuer: No. 55 Fuxingmennei Avenue, Xicheng District, Beijing)

Joint Sponsors
(not in any particular order)



中国国际金融有限公司
CHINA INTERNATIONAL CAPITAL
CORPORATION LIMITED



中信证券股份有限公司



国泰君安证券股份有限公司



申银万国证券股份有限公司
SHENYIN & WANGUO SECURITIES CO., LTD.

Section 1 Important Statement and Notice

Industrial and Commercial Bank of China Limited (the **Bank** or the **Issuer**) and all its directors, supervisors and senior management guarantee the authenticity, accuracy and completeness of this announcement; undertake that this announcement does not contain any false or misleading statements or material omissions; and severally and jointly take legal responsibility.

Any opinion expressed by the Shanghai Stock Exchange and other government authorities on the listing of A shares by the Bank (the **A Share Listing**) and other related matters do not represent any warranty in respect of the Bank.

Investors are reminded that they should refer to the full text of the prospectus for the Bank's initial public offering of A shares published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>) for relevant information not included in this announcement.

The directors, supervisors and senior management of the Bank undertake to comply strictly with the PRC Company Law (the **Company Law**), the PRC Securities Law (the **Securities Law**) and the Listing Rules of the Shanghai Stock Exchange, and other relevant laws, regulations and rules of the Shanghai Stock Exchange, regarding shareholdings of the Bank's directors, supervisors and senior management, and lock-up periods.

The Bank's A shares will be listed and traded on the Shanghai Stock Exchange from 27 October 2006; while the Bank's H shares which are offered outside the PRC will be listed and traded on the Hong Kong Stock Exchange from 27 October 2006.

Section 2 Details of the Share Listing

I. This announcement is prepared in accordance with the requirements of the relevant laws and regulations including the Company Law, the Securities Law and the Listing Rules of the Shanghai Stock Exchange, and in compliance with the *Guidance on the Content and Format of Announcements of the Listing of Shares* of the Shanghai Stock Exchange. It aims to provide investors with general information on the Bank's initial public offering and listing of A shares.

II. The initial public offering of A shares by the Bank (the *A Share Offering*) has been approved by the China Securities Regulatory Commission pursuant to the document *Zheng Jian Fa Xing Zi* [2006] No. 85.

III. The A Share Listing was approved by the Shanghai Stock Exchange pursuant to the document *Shang Zheng Shang Zi* [2006] No. 692.

IV. Information Relating to the A Share Listing

1. Listing location: Shanghai Stock Exchange
2. Listing date: 27 October 2006
3. Stock short name: 工商銀行
4. Stock code: 601398
5. Total share capital after the A Share Offering and H share offering:

RMB 327,821,930,026 (prior to any exercise of the A share and H share over-allotment options);

RMB 334,018,850,026 (if the A share and H share over-allotment options have been exercised in full).

6. Number of shares in the A Share Offering:

13,000,000,000 shares (prior to any exercise of the A share over-allotment option);

14,950,000,000 shares (if the A share over-allotment option has been exercised in full).

7. Trading restrictions on and lock-up period for the shares held by A share shareholders before the A Share Offering

According to the relevant provisions of the Company Law, the Ministry of Finance and Central SAFE Investments Limited (*Huijin*) may not transfer the shares they held in the Bank prior to the A Share Offering within one year from the day on which the Bank's A shares are first traded on the Shanghai Stock Exchange. Nevertheless, the shares to be transferred by the Ministry of Finance and Huijin to the National Council for Social Security Fund pursuant to the relevant regulations on the reduction of state shareholding, and the shares to be offered by the selling shareholders as part of the shares offered in the H share offering will not be subject to the restrictions under such share transfer provisions.

8. A share shareholders' undertakings on voluntary lock-up arrangements for shares held prior to the A Share Offering

The Ministry of Finance and Huijin have undertaken that, within 36 months from the day on which the Bank's A shares are listed on the Shanghai Stock Exchange, they will not transfer nor entrust other parties to manage, nor allow the Bank to acquire, the A shares that they directly or indirectly hold in the Bank. If the Bank's A shares held by the Ministry of Finance and Huijin are converted into H shares with the approval of the China Securities Regulatory Commission or the securities examination and approval authorities authorized by the State Council, the portion converted into H shares will not be subject to the 36-month lock-up period stated above. However, according to the Company Law, the Ministry of Finance and Huijin may not transfer such shares within one year from the day on which Bank's A shares are first traded on the Shanghai Stock Exchange.

9. Other lock-up arrangements for the shares under the A Share Listing

Of the 5,769,220,000 shares placed to strategic investors under the A Share Offering, 50% are subject to a lock-up period of 12 months commencing from the day on which the shares offered in the A share public offering are first traded on the Shanghai Stock Exchange, while the remaining 50% are subject to a lock-up period of 18 months commencing from the day on which the shares in respect of the public offering are first traded on the Shanghai Stock Exchange. The 2,350,000,000 shares placed to institutional placement participants are subject to a lock-up period of three months commencing from the day on which the shares in respect of the public offering are first traded on the Shanghai Stock Exchange.

10. Shares under the A Share Listing not subject to trading restrictions or lock-up arrangements

The 6,830,780,000 shares offered in the A share public offering that are free from any trading restrictions or lock-up arrangements will be listed and traded from 27 October 2006.

11. Share registrar: China Securities Depository and Clearing Corporation Limited Shanghai Branch

12. Joint listing sponsors (not in any particular order):

China International Capital Corporation Limited

CITIC Securities Co., Ltd.

Guotai Junan Securities Co., Ltd.

Shenyin & Wanguo Securities Co., Ltd.

V. Details of the H Share Listing

The Bank is offering H shares outside the PRC concurrently with the A Share Offering. Closing of the H share offering will take place on 27 October 2006, and those shares have been approved for listing and permission to be dealt in on the Hong Kong Stock Exchange on 27 October 2006, with the stock code 1398.

Section 3 Details of the Issuer, the Shareholders and the De Facto Controller

I. Basic Particulars of the Issuer

1. Chinese name: 中國工商銀行股份有限公司

Chinese short name: 中國工商銀行

2. English name: INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED

English short name: INDUSTRIAL AND COMMERCIAL BANK OF CHINA

English acronym: ICBC

3. Registered share capital: RMB 286,509,130,026 (before the A Share Offering)

4. Legal representative: JIANG Jianqing

5. Registered address / Residential address: No. 55 Fuxingmennei Avenue, Xicheng District, Beijing Postal Code: 100032

6. Scope of business:

With the approval of the China Banking Regulatory Commission and other regulatory authorities, and after the examination and approval by the companies registration authorities, the Bank's scope of business covers: RMB deposits and loans; inter-bank short-term loans; domestic and foreign settlement; bill acceptance, discounting and re-discounting; various foreign exchange business; agency fund clearing; letter of credit services and guarantees; agency sales business, agency issuance, agency underwriting, agency payment of government bonds, agency receipt and payment business; agency securities fund clearing business (cash-stock transfer); insurance agency business (effective up to 4 September 2008); agency policy bank, loan business with foreign governments and international financial institutions; safe deposit box services; issuance of financial bonds; dealing in government and financial bonds; securities investment fund and enterprise annuity custody business; enterprise annuity custodian services, annuity account management services; open-end fund registration, subscription, application and redemption business; creditworthiness investigation, consultation, testimony business; loan commitment; corporate and personal financial advice services; organization of or participation in syndicated loans; foreign exchange deposits; foreign exchange loans; foreign currency exchange; export and import collection; foreign exchange bills acceptance and discounting;

foreign exchange borrowings; foreign exchange guarantees; issue, agency issue, trade or agency trade of foreign currency marketable securities (other than stocks); bank or agency foreign exchange trading; foreign exchange financial derivatives business; bank card business; phone banking, internet banking and mobile phone banking; settlement and clearing of foreign exchange business; and other businesses approved by the banking regulatory authority under the State Council.

7. Principal business: Commercial banking
8. Industry: Banking
9. Telephone number: (010) 66107166
10. Fax number: (010) 66017168
11. Website: <http://www.icbc.com.cn>; <http://www.icbc-ltd.com>
12. Email: ir@icbc.com.cn
13. Secretary of the board of directors: Mr. PAN Gongsheng
14. Directors, supervisors and senior management

(1) Directors

The Bank currently has 14 directors, including four executive directors, seven non-executive directors and three independent directors.

The directors are listed as follows:

Name	Position Held in the Bank
Mr. JIANG Jianqing	Chairman of the board of directors and executive director
Mr. YANG Kaisheng	Vice chairman, executive director and president
Mr. ZHANG Furong	Executive director and vice president
Mr. NIU Ximing	Executive director and vice president
Mr. FU Zhongjun	Non-executive director
Mr. KANG Xuejun	Non-executive director
Mr. SONG Zhigang	Non-executive director
Mr. WANG Wenyan	Non-executive director
Ms. ZHAO Haiying	Non-executive director
Mr. ZHONG Jian'an	Non-executive director
Mr. Christopher A. COLE	Non-executive director
Mr. LEUNG Kam Chung, Antony	Independent director
Mr. John L. THORNTON	Independent director
Mr. QIAN Yingyi	Independent director

(2) Supervisors

The Bank currently has five supervisors, including two shareholder representative supervisors, two external supervisors and one employee representative supervisor.

The supervisors are listed as follows:

Name	Position Held in the Bank
Mr. WANG Weiqiang	Chairman of the board of supervisors
Ms. WANG Chixi	Supervisor
Mr. WANG Daocheng	Supervisor
Mr. MIAO Gengshu	Supervisor
Mr. ZHANG Wei	Supervisor

(3) Senior management:

The members of senior management are listed as follows:

Name	Position Held in the Bank
Mr. YANG Kaisheng	President
Mr. ZHANG Furong	Vice president
Mr. NIU Ximing	Vice president
Mr. ZHANG Qu	Vice president
Ms. WANG Lili	Vice president
Mr. LI Xiaopeng	Vice president
Mr. LIU Lixian	Secretary of the Party discipline committee
Mr. YI Huiman	Senior management member and president of our Beijing branch
Mr. WEI Guoxiong	Chief risk officer
Mr. PAN Gongsheng	Secretary of the board of directors

15. Details of the Bank's shares and bonds held by directors, supervisors and senior management

Up to the present, the Bank's directors, supervisors and senior management have not held shares or bonds issued by the Bank.

II. Controlling Shareholders

Immediately prior to the Bank's A Share Offering and H share offering, the Bank's controlling shareholders, the Ministry of Finance and Huijin, each held 124.00 billion of the Bank's shares, representing 43.2796% respectively of the Bank's issued shares prior to the A Share Offering and the

H share offering.

III. Particulars of Shareholders

1. Shareholdings at the date of the A Share Listing (27 October 2006) are expected to be as follows:

Name of Shareholder	Nature of Shares	27 October 2006	
		Number of Shares Held	Shareholding Percentage (%)
Ministry of Finance of the PRC	A share	118,787,977,419	36.2355
Central SAFE Investments Limited	A share	118,787,977,419	36.2355
National Council for Social Security Fund	H share	17,670,237,785	5.3902
The Goldman Sachs Group, Inc.	H share	16,476,014,155	5.0259
Allianz Group	H share	6,432,601,015	1.9622
American Express Company	H share	1,276,122,233	0.3893
Other H share shareholders	H share	35,391,000,000	10.7958
Other A share shareholders	A share	13,000,000,000	3.9656
Total		327,821,930,026	100

Note: ① The data set out in the above table assume that both the A share and H share over-allotment options have not yet been exercised on 27 October 2006.

② Shares held by the Ministry of Finance and Huijin can be converted into H shares with the approval of the China Securities Regulatory Commission or the securities approval authorities authorized by the State Council.

2. Shareholdings of the top ten A share shareholders before the A Share Listing

No.	Name	Nature of Shares	Number of Shares Held	Shareholding percentage (%)
1	中華人民共和國財政部	A share	118,787,977,419	36.2355
2	中央匯金投資有限責任公司	A share	118,787,977,419	36.2355
3	中國人壽保險(集團)公司-傳統-普通保險產品	A share	910,109,000	0.2776
4	中國人壽保險股份有限公司-傳統-普通保險產品帳戶-005L-CT001 滬	A share	741,667,000	0.2262
5	中國太平洋人壽保險股份有限公司-傳統-普通保險產品	A share	706,591,000	0.2155
6	中國華融資產管理公司	A share	480,769,000	0.1467
7	中國平安人壽保險股份有限公司-傳統-普通保險產品	A share	352,564,000	0.1075

8	中國華能集團公司	A share	320,512,000	0.0978
9	中國廣東核電集團有限公司	A share	288,461,000	0.0880
10	中國人壽保險股份有限公司-分紅-個人分紅-005L-FH002 滬	A share	269,089,000	0.0821

Note: The number of shares held in the share accounts of the relevant strategic investors set out in the table above are calculated based on the total number of shares allocated to such investors.

Section 4 Details of the A Share Offering

I. Number of Shares in the A Share Offering:

13,000,000,000 shares (if the over-allotment option in respect of the A shares has not been exercised);

14,950,000,000 shares (if the over-allotment option in respect of the A shares has been exercised in full).

II. Offering Price in the A Share Offering: RMB 3.12 per share

III. Offering Arrangements for the A Share Offering

The A Share Offering comprised a placement of shares to strategic investors, a placement of shares to institutional investors who have participated in the price consultation process, and a public offering.

The initial size of the A Share Offering was 13,000,000,000 shares and the size of the over-allotment was 1,950,000,000 shares, making the total number of shares placed 14,950,000,000 shares. This total comprised a strategic placement of 5,769,220,000 shares, a placement to institutional investors who participated in the price consultation process of 2,350,000,000 shares and a public offering of 6,830,780,000 shares.

IV. A Share Over-allotment Option

The initial size of the A Share Offering was 13,000,000,000 shares. Pursuant to the over-allotment option (the ***Greenshoe***) granted by the Bank to the A share Joint Sponsors (Lead Underwriters), the A share Joint Sponsors (Lead Underwriters) have over-allocated 1,950,000,000 shares, representing 15% of the initial size of the A Share Offering.

Within 30 calendar days (inclusive of the 30th calendar day, such date to be postponed to the next working day if it falls on a holiday) from the day on which the shares in respect of the A Share Offering are listed and traded on the Shanghai Stock Exchange, the authorized lead underwriter (China International Capital Corporation Limited) may purchase shares in respect of the A Share Offering from the centralized trading market (the ***Secondary Market***) using proceeds from the over-allocated shares, to stabilize the after-market, provided that each reported purchase price may not be higher than the offering price of the A Share Offering, and that the aggregate number of shares

purchased may not be more than 1,950,000,000 shares (the number of shares over-allocated). The authorized lead underwriter may also exercise the Greenshoe, requiring the Issuer to issue a corresponding number of additional shares at the offering price of the A Share Offering. The number of shares to be issued as a result of the exercise of the Green Shoe = 1,950,000,000 shares (the number of shares over-allocated) – the number of shares purchased by the authorized lead underwriter from the Secondary Market.

V. Total Proceeds Raised in the A Share Offering and Capital Verification of Receipt of Proceeds by the Registered Accountants

1. The total proceeds raised in the A Share Offering were RMB 40,560,000,000 (excluding the proceeds raised from the exercise of the over-allotment option).

2. Ernst & Young Hua Ming conducted capital verification on 24 October 2006 to ascertain whether the proceeds raised in the A Share Offering had been received, and issued a capital verification report *Ernst & Young Hua Ming (2006) Verification No. 244770-06*.

VI. Expenses of the A Share Offering

1. The total expenses of the A Share Offering are approximately RMB 925.09 million, comprising underwriting fees of RMB 845.60 million, sponsor fees of RMB 5.00 million, audit fees of RMB 28.00 million, legal fees of RMB 10.70 million, registration fees of RMB 3.00 million, roadshow promotion fees of RMB 11.64 million and stamp duty of RMB 20.28 million (all without taking into account the effect of the exercise of the A share over-allotment option).

2. The expenses per share of the A Share Offering was RMB 0.071 (without taking into account the effect of the exercise of the A share over-allotment option).

VII. The net proceeds raised in the A Share Offering were RMB 39,634,908,848 (without taking into account the effect of the exercise of the A share over-allotment option).

VIII. Particulars of the H Share Offering

1. The total number of shares in the Bank's H share offering was initially 35.391 billion shares, including (after clawback):

(1) An offering by the Bank of 3,539,100,000 H shares for subscription by the Hong Kong public at the H share offering price, referred to in the H share prospectus as the "Hong Kong Public Offering"; and

(2) An international offering by the Bank of 31,851,900,000 H shares, referred to in the H share prospectus as the "International Offering", including the offering of H shares (a) in the United States to qualified institutional buyers in reliance on Rule 144A under the U.S. Securities Act (as revised); and (b) outside the United States in reliance on Regulation S under the U.S. Securities Act. The

International Offering includes a public offering without listing in Japan. At any time until 30 days after the last day for the lodging of applications in the Hong Kong Public Offering, the joint bookrunners in the H share offering (as representatives of the International Offering underwriters) have an option to require the Bank to allot and issue and the selling shareholders (Ministry of Finance and Huijin) to sell up to 5,308,650,000 additional shares (representing 15% of the initial size of the H share offering), solely to cover over-allotments in the International Offering.

The selling shareholders are initially offering for sale a total of 7,078,200,000 H shares (converted from domestic shares), representing 20% of the total shares in the H share offering (prior to any exercise of the over-allotment option). The selling shareholders may sell an additional 1,061,730,000 H shares if the over-allotment option is exercised in full.

2. The offering price of the Bank's H share offering is HK\$3.07 per share, which after adjustment for the exchange rate difference between the Hong Kong dollar and the Reminbi, is equivalent to the offering price in the A Share Offering.

3. Assuming that the effect of the exercise of the over-allotment option is not taken into account, the Bank expects that the net proceeds of the H share offering, after deduction of the underwriting commission and the forecast expenses of the offering, will be approximately HK\$84.47 billion.

IX. The net assets per share on a fully diluted basis after the A Share Offering and H share offering is RMB 1.38, calculated based on the ratio of the net assets to the total number of shares after the A Share Offering and H share offering, prior to any exercise of the over-allotment options. The net assets are calculated based on the aggregate of the shareholders' equity as shown on the Bank's balance sheet as at 30 June 2006 and the net proceeds raised in A Share Offering and H share offering without taking into account the effect of the exercise of the over-allotment options.

X. The earnings per share on a fully diluted basis after the A Share Offering and the H share offering is RMB 0.144, where earnings per share is calculated based on the forecast net profit for 2006, which has been reviewed by an accounting firm in accordance with PRC accounting standards, divided by the total number of shares immediately following completion of the A Share Offering and H share offering, prior to any exercise of the over-allotment options.

Section 5 Other Important Matters

As at the date of the intention prospectus until the publication of this listing announcement, no matters have occurred that may have a material impact on the Bank. In particular:

1. Progress in meeting the Bank's principal business objectives is normal.
2. There has been no material change in the industry and market in which the Bank operates.
3. There has been no major change in the prices of the products and services that the Bank receives or provides.
4. The Bank has not entered into any material connected transactions with its connected parties.
5. The Bank has not carried out any material investments.
6. The Banks has not had any material acquisitions, sales and replacements of assets (or shares).
7. The Bank's residential address has not changed.
8. There has been no change in the Bank's directors, supervisors and senior management.
9. The Bank has not experienced any material litigation or arbitration.
10. The Bank has not executed any material external guarantees other than in the ordinary course of commercial banking.
11. There have been no material changes in the Bank's financial condition and results of operations.
12. The Bank has had no other material discloseable events.

Section 6 Listing Sponsors and Their Recommendations

I. Particulars of the Joint Listing Sponsors (not in any particular order)

1. China International Capital Corporation Limited

Residential Address: 28th Floor, China World Tower 2, No. 1 Jianguomenwai Avenue, Beijing

Legal Representative: WANG Jianxi

Phone Number: (010) 65051166

Fax Number: (010) 65051156

Sponsor's Representatives: TU Yanhui, ZHANG Lu

2. CITIC Securities Co., Ltd.

Residential Address: No. 1030 Hubei Street, Luohu, Shenzhen

Legal Representative: WANG Dongming

Phone Number: (010) 84588888

Fax Number: (010) 84865023

Sponsor's Representatives: ZHU Jie, LI Hu

3. Guotai Junan Securities Co., Ltd.

Residential Address: No. 618 Shangcheng Road, Pudong New Area, Shanghai

Legal Representative: ZHU Youyi

Phone Number: (010) 82001527

Fax Number: (010) 82001524

Sponsor's Representatives: ZHAO Yuhua, NI Yuming

4. Shenyin & Wanguo Securities Co., Ltd.

Residential Address: No. 171 Changshu Road, Shanghai

Legal Representative: XIE Ping

Phone Number: (021) 54033888

Fax Number: (021) 54047982

Sponsor's Representatives: HU Qiang, SU Gang

II. Recommendation of the Joint Listing Sponsors

The listing sponsors China International Capital Corporation Limited, CITIC Securities Co., Ltd., Guotai Junan Securities Co., Ltd. and Shenyin & Wanguo Securities Co., Ltd. (not in any particular order) consider that, except as otherwise disclosed in the prospectus, Industrial and Commercial Bank of China Limited operates its business in compliance with the relevant PRC laws and regulations currently in force regarding the initial public offering of A shares. The listing sponsors have agreed to recommend Industrial and Commercial Bank of China Limited for the listing of its A shares on the Shanghai Stock Exchange.

Industrial and Commercial Bank of China Limited

26 October 2006