



# 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.

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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certain announcements will be published from time to time on the website of the Shanghai Stock Exchange, which may not be published on the Stock Exchange of Hong Kong Limited website.

# Industrial and Commercial Bank of China Limited

## Initial Public Offering of A Shares:

### Announcement Relating to Subscriptions in the Public Offering

#### IMPORTANT NOTICE

1. The application for an initial public offering of A shares (the *A Share Offering*) by Industrial and Commercial Bank of China Limited (the *Issuer* or *ICBC*) has been approved by the China Securities Regulatory Commission (the *CSRC*) pursuant to the document *Zheng Jian Fa Xing Zi* [2006] No. 85. The initial size of the A Share Offering (the *Initial Offering Size*) will be 13.00 billion shares. The Issuer has granted the A share Joint Sponsors (Lead Underwriters) an over-allotment option (or the *Greenshoe*) equivalent to not more than 15% of the Initial Offering Size. If the Greenshoe in respect of the A Share Offering is exercised in full, the total number of shares offered under the A Share Offering will be increased to 14.95 billion shares.

2. The A Share Offering shall comprise a placement of shares to strategic investors (the *Strategic Placement*), a placement of shares to the institutional investors that participated in the price consultation process (the *Institutional Placement*) and a public offering of shares (the *Public Offering*).

3. The price range of the A Share Offering is RMB 2.60 to RMB3.12 per share (both inclusive). Since the price of the A Share Offering has not yet been determined, **investors applying for share in the Public Offering shall do so at the maximum limit of the price range, which is RMB3.12 per share**. If the price of the A Share Offering is finally determined to be lower than RMB 3.12 per share, which is the maximum limit of the price range, the difference will be refunded to investors in the Public Offering together with application monies relating to unsuccessful applications on 24 October 2006 (Day T + 3).

4. The number of shares subscribed for by a single securities account in the Public Offering may not be less than 1,000 shares. Subscriptions for amounts of more than 1,000 shares must be in multiples of

1,000 shares. The maximum number of shares that can be subscribed by a single securities account is 99,999,000 shares. Except for institutional securities accounts specified by the relevant laws and regulations, each security account can only make one subscription and such subscription, once made, cannot be withdrawn. The aggregate number of shares that can be subscribed for by each institutional securities account specified by the relevant laws and regulations cannot exceed 3.077 billion shares.

5. The Public Offering will take place on 19 October 2006 (Day T) during the normal trading hours of the Shanghai Stock Exchange (the *SSE*) (from 9:30 to 11:30 and from 13:00 to 15:00). The subscription short name for the Public Offering is “工行申購” and the subscription code is “780398”.

6. The Issuer has granted the Joint Sponsors (Lead Underwriters) an over-allotment option. Upon completion of the Institutional Placement and Public Offering in connection with the A Share Offering, the Issuer and the Joint Sponsors (Lead Underwriters) on 20 October will decide, based on the overall level of applications, whether or not to exercise the over-allotment option and the number of over-allotment shares. Please see the sub-section “Over-allotment Option (the Greenshoe)” under the section “Basic Information for the A Share Offering” for further details.

7. Upon completion of the Institutional Placement and the Public Offering, the Issuer and the Joint Sponsors (Lead Underwriters) on 20 October will decide, based on the level of applications, whether or not to activate the clawback mechanism to adjust the offering size of the Institutional Placement and Public Offering. Please see the sub-section “Clawback Mechanism between the Public Offering and Institutional Placement” under the section “Basic Information for the A Share Offering” for further details.

8. Investors participating in the Public Offering will not be charged any commission or stamp duty.

9. This announcement relates solely to the Public Offering. For detailed provisions relating to the Strategic Placement and the Institutional Placement, please refer to *Industrial and Commercial Bank of China Limited, Initial Public Offering of A Shares: Announcement Relating to the Institutional Placement* published in the China Securities Journal, Shanghai Securities News, Securities Times and Securities Daily on 16 October 2006.

10. For general information on the A Share Offering, please carefully read *Industrial and Commercial Bank of China Limited Announcement of Arrangements for Initial Public Offering of A Shares and Preliminary Price Consultation* and *Industrial and Commercial Bank of China Limited Prospectus Summary for the Initial Public Offering of A Shares* published on 27 September 2006 in the China Securities Journal, Shanghai Securities News, Securities Times and Securities Daily. The full text of the prospectus and the documents for inspection are available on the SSE website (<http://www.sse.com.cn>).

## **Definition**

In this announcement, unless otherwise specified, the following terms shall have the meanings set out below.

Issuer	Industrial and Commercial Bank of China Limited
CSRC	China Securities Regulatory Commission
SSE	Shanghai Stock Exchange
Registrar	Shanghai Branch of China Securities Depository and Clearing Corporation Limited
Joint Sponsors (Lead Underwriters)	China International Capital Corporation Limited, CITIC Securities Co., Ltd., Guotai Junan Securities Co. Ltd. and Shenyin & Wanguo Securities Co., Ltd.
Valid Subscription	Any subscription that complies with the terms of this announcement, including the prescribed procedures, full and timely payment and requirements relating to the share subscription amount
Day T/Public Offering Day	19 October 2006, the day on which investors participating in the Public Offering subscribe for the shares of the A Share Offering through the SSE trading system, based on the maximum limit of the price range for the A Share Offering
RMB	Renminbi

## **I. Basic Information for the A Share Offering**

### **(1) Share Type**

The shares offered under the A Share Offering are RMB-denominated ordinary shares (A shares) listed in Mainland China, with a par value of RMB1.00 per share.

## **(2) Size and Structure of the A Share Offering**

The Initial Offering Size is 13.00 billion shares. The Issuer has granted the A share Joint Sponsors (Lead Underwriters) an over-allotment option (or the Greenshoe) equivalent to no more than 15% of the Initial Offering Size. If the Greenshoe in respect of the A shares is exercised in full, the total number of shares offered under the A Share Offering will be increased to 14.95 billion shares. Of these shares, the Strategic Placements will amount to approximately RMB18.00 billion (the final number of shares sold in the Strategic Placements will be determined on the basis of the final offering price of the A Share Offering. As the number of shares sold in the Strategic Placement will be rounded to the nearest thousand shares, there may be a minor discrepancy in the final placement amount), which represents not more than 53.3% of the Initial Offering Size. Before any clawback, the number of shares sold in the Institutional Placement will be approximately 3.00 billion shares, representing approximately 23.1% of the Initial Offering Size; and the remaining portion will be offered in the Public Offering.

The A Share Offering will be conducted concurrently with ICBC's overseas H share offering. The initial offering size of the H share offering is approximately 35.39 billion shares. The Issuer will grant the H share joint bookrunners an over-allotment option equivalent to not more than 15% of the initial size of the H share offering. If the Greenshoe in respect of the H shares is exercised in full, the total number of shares sold in the H share offering will be increased to approximately 40.70 billion shares.

## **(3) Potential Investors for the Public Offering**

Natural persons, legal persons and other institutions that hold a SSE securities account card (except those who are prohibited from subscribing in the A Share Offering by the relevant laws and regulations of the PRC or any other regulatory requirements that the Issuer must comply with).

## **(4) Subscription Price**

The price range for the A Share Offering is from RMB 2.60 to RMB 3.12 per share (both inclusive). Investors who wish to participate in the Public Offering shall apply for shares at the

maximum limit of the price range, which is RMB 3.12 per share.

The price to earnings ratio corresponding to such price range will be:

18.06 times to 21.67 times (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 the PRC accounting standards, divided by the total number of shares outstanding immediately following completion of the A Share Offering and H share offering, prior to any exercise of the over-allotment options).

22.79 times to 27.34 times (where earnings per share is calculated based on the lower of (i) net profit for 2005, which has been audited by an accounting firm in accordance with the PRC accounting standards, or (ii) such net profit adjusted for the impact of non-recurring profit or loss, divided by the total number of shares outstanding immediately following completion of the A Share Offering and H share offering, prior to any exercise of the over-allotment options).

#### **(5) Subscription Period**

Subscription for the A Share Offering will take place on 19 October 2006 (Day T) during the normal trading hours of the SSE (from 9:30 to 11:30 and from 13:30 to 15:00). In the event of force majeure or other unforeseeable events affecting the A Share Offering, please refer to the notice given on the day of the A Share Offering (Day T).

#### **(6) Subscription Short Name and Subscription Code**

The subscription short name is “工行申購” (ICBC subscription) and the subscription code is “780398”.

#### **(7) Offering Locations**

The Public Offering will be carried out through various nationwide securities network establishments (or “points of sale” (the *POS*)) connected to the SSE trading system network.

#### **(8) Over-allotment Option (Greenshoe)**

The Issuer has granted an over-allotment option to the Joint Sponsors (Lead Underwriters) of the A Share Offering. The Joint Sponsors (Lead Underwriters) may over-allocate to investors shares

representing not more than 15% (not more than 1.95 billion shares) of the Initial Offering Size at the final offering price of the A Share Offering, which means that they may place in aggregate shares equivalent to not more than 115% (not more than 14.95 billion shares) of the Initial Offering Size to investors. The specific number of shares to be over-allocated will be determined by the Joint Sponsors (Lead Underwriters) on 20 October 2006 (Day T+1) based on the level of subscriptions in the A Share Offering, and will be disclosed in the *Industrial and Commercial Bank of China Limited Initial Public Offering of A Shares: Announcement of Pricing, Results of the Institutional Placement and Public Offering Success Rate* to be published on 23 October 2006 (Day T+2). Shares for settlement of over-allocations will be obtained from those strategic investors in the A Share Offering who have agreed to deferred settlement. All over-allocated shares will be placed to investors under the Public Offering. China International Capital Corporation Limited shall be the sponsor (lead underwriter) specifically responsible for exercising the Greenshoe (the **Authorized Lead Underwriter**).

Within 30 calendar days (inclusive of the 30<sup>th</sup> calendar day, such date to be postponed to the next working day if it falls on a holiday) from the date of listing of the shares under the Public Offering on the SSE, the Authorized Lead Underwriter 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, and that the aggregate number of shares purchased may not be more than the total number of shares over-allocated. The Authorized Lead Underwriter may also exercise the Greenshoe on behalf of the Joint Sponsors (Lead Underwriters) for the A Share Offering, requiring the Issuer to issue a corresponding number of additional shares at the Offering Price. The number of shares to be issued as a result of the exercise of the Greenshoe = the number of shares over-allocated at the time of the A Share Offering – the number of shares purchased from the Secondary Market with the proceeds of sale of the aggregate over-allocated shares. The exercise of the Greenshoe may include the following three scenarios:

i. No exercise of the Greenshoe. This may arise in two circumstances: a) no over-allocation of shares has taken place; and b) there has been over-allocation of shares, but the number of shares



purchased by the Authorized Lead Underwriter from the Secondary Market equals the number of over-allocated shares.

ii. Full exercise of the Greenshoe. The number of over-allocated shares is equal to 15% of the Initial Offering Size, and the Authorized Lead Underwriter has not purchased any shares of the A Share Offering from the Secondary Market and requests the Issuer to issue shares corresponding to 15% of the Initial Offering Size.

iii. Partial exercise of the Greenshoe: This may arise in two circumstances: a) the number of shares over-allocated is equal to 15% of the Initial Offering Size and the number of shares purchased by the Authorized Lead Underwriter from the Secondary Market is less than the number of over-allocated shares, and accordingly the number of shares the Issuer is requested to issue is less than 15% of the Initial Offering Size; and b) the number of over-allocated shares is less than 15% of the Initial Offering Size and the Authorized Lead Underwriter has not purchased shares in respect of the A Share Offering from the Secondary Market or the number of shares purchased is less than the number of over-allocated shares, and accordingly the number of shares the Issuer is requested to issue is less than 15% of the Initial Offering Size.

After exercising the Greenshoe, the Authorized Lead Underwriter will deliver the corresponding shares to the strategic investors who had agreed to deferred settlement within two working days and will issue an announcement regarding the non-exercise or full or partial exercise of the Greenshoe within three working days.

Subject to relevant laws and regulations, the Authorized Lead Underwriter may, within 30 calendar days from the listing of the shares, purchase the shares of the A Share Offering from the Secondary Market by using the proceeds from the over-allotment shares, to support the share price. However, such measures cannot guarantee that the share price will be maintained above the offering price. After the Authorized Lead Underwriter exercises the Greenshoe or after the number of shares purchased from the Secondary Market reaches the number of over-allocated shares, the Authorized Lead Underwriter will not take any additional measures to stabilise the share price. Therefore, investors are advised to exercise caution with regard to market risks.

### **(9) Clawback Mechanism between the Public Offering and Institutional Placement**

Upon completion of the Institutional Placement and Public Offering, the Issuer and the Joint Sponsors (Lead Underwriters) will, based on the level of overall subscriptions, decide whether to activate the clawback mechanism to adjust the size of the Institutional Placement and Public Offering. Clawback will be determined on the basis of the corresponding preliminary success rate in the Public Offering and the preliminary placement ratio under the Institutional Placement, after offering the over-allocated shares to the public subscribers. Preliminary success rate in the Public Offering = Number of shares placed in the Public Offering (after over-allotment and before the clawback mechanism is activated) / Total number of shares subscribed for by Valid Subscriptions in the Public Offering; Preliminary Institutional Placement ratio = Number of shares placed under the Institutional Placement before the clawback mechanism is activated / Number of shares subscribed for by Valid Subscriptions in the Institutional Placement. Details of the clawback will be confirmed on 20 October 2006, and will be disclosed in the *Industrial and Commercial Bank of China Limited Initial Public Offering of A Shares: Announcement of Pricing, Results of the Institutional Placement and Public Offering Success Rate* to be published on 23 October 2006.

The specific arrangements for the clawback mechanism are as follows:

- i. In the event the Institutional Placement is fully subscribed, if the preliminary success rate in the Public Offering is lower than 3% and is also lower than the preliminary placement ratio in the Institutional Placement, shares representing not more than 5% of the Initial Offering Size of A shares (not more than 650 million shares) will be reallocated to the Public Offering from the Institutional Placement, provided that the adjustment will not result in the final success rate in the Public Offering being higher than the final placement ratio in the Institutional Placement.
- ii. In the event the Public Offering is fully subscribed, if the preliminary placement ratio in the Institutional Placement is lower than the preliminary success rate in the Public Offering, shares will be reallocated to the Institutional Placement from the Public Offering, until the final placement ratio in the Institutional Placement is not lower than the final success rate in the Public Offering.

iii. In the event the Institutional Placement or the Public Offering is under-subscribed, the Issuer and the Joint Sponsors (Lead Underwriters) may activate a two-way clawback mechanism based on the actual subscription levels to adjust the size of the Institutional Placement and the Public Offering.

#### **(10) Lock-up Period Arrangements**

Shares placed to investors under the Public Offering are not subject to any lock-up period, and can be freely traded from the date on which shares in respect of the Public Offering are listed and traded on the SSE. The lock-up period for shares placed to each strategic investor will be 12 months for 50%, and 18 months for the remaining 50%. The lock-up period for the shares placed under the Institutional Placement will be 3 months. The lock-up period will commence from the date on which shares in respect of the Public Offering are listed and traded on the SSE.

#### **(11) Key Dates of the A Share Offering:**

<b>Trading Date</b>	<b>Date</b>	<b>Subscription Arrangement</b>
T-11	27 September	<i>Prospectus Summary and Announcement of Arrangements for Initial Public Offering of A Shares and Preliminary Price Consultation</i> are published; opening day of preliminary price consultation
T-6	11 October	Last day of the preliminary price consultation
T-3	16 October	<i>Announcement on Results of the Preliminary Price Consultation and Price Range of the A Share Offering, Announcement on Institutional Placement and Announcement Relating to Subscriptions in the Public Offering</i> are published; commencement of the Institutional Placement
T-1	18 October	<i>Notification Announcement on Subscription to the Public Offering</i> is published
T	19 October	Public Offering
T+1	20 October	Determination of: whether or not over-allotment is to be carried out, over-allotment amount of the A Share Offering, and whether or not clawback mechanism should be activated. Offering size of the Public Offering and Institutional Placement are determined after over-allotment and clawback (if any)
T+2	23 October	<i>Announcement of Pricing, Results of the Institutional Placement and Public Offering Success Rate</i> is published; subscription balloting takes place
T+3	24 October	<i>Announcement on Results of Subscription Balloting in the Public Offering</i> is published; release of Public Offering subscription funds

Note: In the event of force majeure or other events affecting the A Share Offering, the Joint Sponsors (Lead Underwriters)

shall give timely announcement and revise the A Share Offering timetable.

Subscriptions in the Public Offering shall be carried out in accordance with the *SSE Public Offering of Shares Implementation Method, Supplementary Notice on Public Offering of Stocks on the SSE* and the *Notice on Issues relating to the Implementation of Public Offerings of Shares*.

**(12) Type of Underwriting:** Shares not subscribed for shall be subscribed by the underwriting syndicate

**(13) Listing Location:** Shanghai Stock Exchange

## **II. Arrangements for the Public Offering**

The Public Offering will be conducted through the SSE trading system. Based on the maximum limit of the price range for the A Share Offering, being RMB3.12 per share, the initial size of the Public Offering is calculated to be approximately 4.231 billion shares, or approximately 6.181 billion shares after over-allotment and before clawback. Based on the minimum limit of the price range for the A Share Offering, being RMB 2.60 per share, the initial size of the Public Offering is approximately 3.077 billion shares, or approximately 5.027 billion shares after over-allotment and before clawback. The Joint Sponsors (Lead Underwriters) shall, as the sole “vendor” of the relevant ICBC shares, place the shares into the dedicated securities account designated by the SSE within the specified time period (from 9:30 to 11:30 and from 13:00 to 15:00 on 19 October 2006).

Within the specified time period and through the various securities POS connected to the SSE network, investors can give instructions to subscribe for the shares in numbers constituting Valid Subscriptions as defined in this announcement at the maximum limit of the Offering Price and make full payment of the subscription price. Upon completion of subscription to the A Share Offering, the Joint Sponsors (Lead Underwriters) shall work together with the Registrar to confirm the receipt of subscription funds, and the SSE and the Registrar shall then produce statistical data on the amount of Valid Subscriptions and the number of valid subscribers based on the amount of subscription funds actually received.

The allocation of shares to investors under the Public Offering shall be determined as follows:

1. If the amount of Valid Subscriptions under the Public Offering is less than or equal to the total

number of shares available under the Public Offering, there will be no need for balloting. All subscriptions are successful and all investors can purchase and receive shares according to their respective Valid Subscription.

2. If the amount of Valid Subscriptions is more than the final number of shares available under the Public Offering, the SSE main trading system will assign a subscription number for every 1,000 shares, put those subscription numbers in consecutive order, then carry out balloting to determine which Valid Subscription numbers will each be allocated 1,000 shares.

Final success rate = Final number of shares allotted under the Public Offering x 100% / Total number of Valid Subscriptions received under the Public Offering

### **III. Provisions on Subscription Quantity**

(i) For the Public Offering, the number of shares subscribed for by a single securities account cannot be less than 1,000 shares. Subscriptions for more than 1,000 shares must be in multiples of 1,000 shares.

(ii) The maximum number of shares to be subscribed by a single securities account is 99,999,000 shares.

(iii) Except for institutional securities accounts otherwise regulated under the relevant laws and regulations, each security account can only make one subscription and such subscription, once made, cannot be revoked. Subscription without sufficient funds in account is regarded as invalid. For multiple subscriptions, only the first subscription will be valid, while the rest of the subscriptions will be automatically deleted by the SSE trading system. The aggregate number of shares subscribed for by each of the institutional securities accounts regulated under the relevant laws and regulations cannot exceed 3.077 billion shares. Investors must comply with the relevant laws and the relevant regulations of the CSRC, and assume all corresponding legal liabilities.

#### **IV. Procedures for Subscription in the Public Offering**

##### **(i) Account Opening**

Investors participating in this ICBC Public Offering must hold a SSE share account card. Investors who have not opened an account must do so before the day of the Public Offering (19 October 2006).

##### **(ii) Deposit of Sufficient Funds for Subscription**

Investors participating in this ICBC Public Offering must, before the day of the Public Offering (19 October 2006), open a funds account with a securities POS connected to the SSE network and deposit sufficient funds for subscription based on the number of shares they intend to subscribe for.

##### **(iii) Subscription Procedures**

The subscription procedures are similar to purchasing shares listed on the SSE from the secondary market, namely:

1. When giving instructions for subscription for shares in person, the investor should fill in all relevant sections of the subscription form, and bring the form together with his or her identity card, shares account card and funds account card (after confirming that the funds in the funds account are equal to or more than the funds required for subscription) to the various securities POS connected to the SSE network at which he or she has opened an account. The counter operator will accept the instructions for subscription only after checking that the identity card and documents submitted by the investor are correct.
2. When giving instructions for subscription for shares by phone or other automatic means, investors should do so by following the procedures prescribed by each securities POS.
3. Once instructions for subscription have been accepted, they cannot be revoked.

#### **V. Assignment of Subscription Numbers and Balloting**

If the total amount of Valid Subscriptions is more than the final total number of shares available under the Public Offering, allocation of shares shall be determined by conducting a balloting of

subscription numbers.

**(i) Assignment of Subscription Numbers**

On 20 October 2006 (Day T+1), each securities POS shall transfer the subscription funds received into the Registrar's settlement bank account.

On 20 October 2006 (Day T+1), after counting, fund verification and assignment of subscription numbers, the Registrar shall transfer the Valid Subscription funds into the new share subscription fund account. The Joint Sponsors (Lead Underwriters) shall work together with the Registrar and Ernst & Young Dahua Certified Public Accountants to check the receipts of the subscription funds and Ernst & Young Dahua Certified Public Accountants shall issue a capital verification report. The SSE and the Registrar shall, based on the actual receipts of the subscription funds (including those amounts that provided required funds transfer vouchers), confirm the Valid Subscriptions and assign a subscription number to every 1,000 shares. All Valid Subscriptions shall be assigned with subscription numbers sequentially based on the order in which they were received and the number assignment shall not be interrupted until the last 1,000 shares have been assigned with a subscription number. The results of the number assignment shall be relayed to each securities POS. Any subscription not accompanied by the corresponding subscription payment shall be invalid and will not be assigned any number.

On 23 October 2006 (Day T+2), the results of the number assignment shall be announced to investors. Investors should go to the securities POS to which they gave subscription instructions, to confirm the assignment of subscription numbers.

**(ii) Announcement of Success Rate**

On 23 October 2006 (Day T+2), the Joint Sponsors (Lead Underwriters) will announce the success rate of the public offering in the China Securities Journal, Shanghai Securities News, Shanghai Securities Daily and Securities Times.

**(iii) Balloting of Subscription Numbers and Announcement of Balloting Results**

On the morning of 23 October 2006 (Day T+2), under the supervision of the notary public office,

the Joint Sponsors (Lead Underwriters) and the Issuer shall organize balloting and confirm the results, before relaying those results to each securities POS through a satellite network. The Joint Sponsors (Lead Underwriters) will publish the results of the balloting in the China Securities Journal, Shanghai Securities News, Securities Times and Securities Daily on 24 October 2006 (Day T+3).

#### **(iv) Confirmation of Subscription Quantity**

Each subscriber shall confirm the number of shares he or she is entitled to subscribe for, according to the successful subscription numbers. Each successful subscription number entitles the subscriber to subscribe only for 1,000 shares.

### **VI. Settlement and Registration**

(i) From 20 October 2006 (Day T+1) to 23 October 2006 (Day T+2), the Registrar will freeze all subscription funds in the subscription funds account and any interest accruing from the frozen funds will belong to the Fund For the Protection of Securities Investors. Any matter related to the freezing of subscription funds shall be subject to the relevant regulations of the SSE and the Registrar.

(ii) The balloting of subscription numbers will be conducted on 23 October 2006 (Day T+2). After the balloting is completed, the Registrar will carry out confirmation of the number of subscribed shares and carry out shareholder registration according to the results of the balloting. The Registrar will also send the results of the Valid Subscriptions to each securities POS.

(iii) On 24 October 2006 (Day T+3), the Registrar will release the subscription funds for the unsuccessful subscriptions to each securities POS, who in turn will refund the funds to the relevant investors. If the Final Offering Price is lower than the maximum limit of the price range of the A Share Offering of RMB3.12 per share (the Public Offering subscription price for investors), the Registrar shall refund the surplus funds of the successful subscriptions along with the funds for the unsuccessful subscriptions to the investors via each securities POS. At the same time, the Registrar will transfer the subscription funds for successful subscriptions into the funds settlement account designated by the Joint Sponsors (Lead Underwriters). After receiving the subscription funds transferred by the Registrar,



the Joint Sponsors (Lead Underwriters) will transfer the funds received in relation to over-allotment option into the special purpose over-allotment option funds account and the rest of the funds into the bank account designated by the Issuer.

(iv) The Registrar will complete the registration of the shares newly issued in the Public Offering and provide the Issuer with the register of members.

## **VII. Subscription Fees**

Investors in the Public Offering will not be charged any commission or stamp duty.

## **VIII. Joint Sponsors (Lead Underwriters) Contact Persons**

Joint Sponsors (Lead Underwriters)	Contact Person
China International Capital Corporation Limited	Sun Dongqing, Shi Qi
CITIC Securities Co., Ltd.	Hu Weimin, Ye Pingping
Guotai Junan Securities Co., Ltd.	Wu Guomei, Gu Ying
Shenyin & Wanguo Securities Co., Ltd.	Yu Hong, Ling Feng

For enquiries about the A Share Offering, please call 010-66424233.

**Issuer:** Industrial and Commercial Bank of China Limited

**Joint Sponsors (Lead Underwriters):** China International Capital Corporation Limited

(not in any particular order) CITIC Securities Co., Ltd.

Guotai Junan Securities Co., Ltd.

Shenyin & Wanguo Securities Co., Ltd.

16 October 2006