

IMPORTANT  
重要提示

Please staple  
your payment  
here  
請將股款  
緊釘在此

Reference is made to the prospectus (the "H Share Rights Issue Prospectus") issued by Industrial and Commercial Bank of China Limited (the "Bank") dated Monday, 29 November 2010 in relation to the H Share Rights Issue. Terms defined in the H Share Rights Issue Prospectus shall bear the same meanings when used herein unless the context otherwise requires.

茲提述中國工商銀行股份有限公司(「本行」)於2010年11月29日(星期一)就H股供股刊發之供股章程(「H股供股章程」)。除文義另有所指外，於H股供股章程中所界定之詞彙與本文件採用者具相同涵義。

**IF YOU ARE IN ANY DOUBT AS TO THE CONTENTS OF THIS DOCUMENT OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR H SHARES OF THE BANK, YOU SHOULD CONSULT A LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

閣下如對本文件之內容或應採取之行動有任何疑問或如閣下已出售閣下名下全部或部份本行之H股，應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

**THIS DOCUMENT IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING EXCESS APPLICATION FORM EXPIRE AT 4:00 P.M. ON THURSDAY, 16 DECEMBER 2010.**

本文件具有價值及可轉讓，務請閣下立即處理。本文件及隨附之額外申請表格所載之要約於2010年12月16日(星期四)下午四時正截止。

On Monday 2010, Dealings in the Nil Paid H Rights will take place from Wednesday, 1 December 2010 to Monday, 13 December 2010 (both days inclusive).

本行證券、未繳股款H股供股及H股供股份之買賣可通過中央結算系統進行交割。閣下應諮詢閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解結算安排詳情以及有關安排可能如何影響閣下之權利及權益。自2010年11月22日(星期一)起，現有H股按除權基準進行交易。未繳股款H股供股將於2010年12月1日(星期三)至2010年12月13日(星期一)(首尾兩天包括在內)期間買賣。

This provisional allotment letter in relation to the H Share Rights Issue (the "Provisional Allotment Letter") and any acceptance of and application made under it are governed by and shall be construed in accordance with the laws of Hong Kong.

有關H股供股之暫定配額通知書(「暫定配額通知書」)以及據此作出之任何接納及申請均受香港法例監管，並按其詮釋。

Hong Kong Exchange and Clearing Limited, The Stock Exchange of Hong Kong Limited and the Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or reliance upon the whole or any part of the contents of this document.

香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本文件之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本文件全部或任何部份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of the listing of, and permission to deal in, the Nil Paid H Rights and the H Rights Shares on the Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or reliance upon the whole or any part of the contents of this document.

如未繳股款H股供股及H股供股份獲香港聯交所批准上市及買賣並符合香港結算之股份收納規定後，未繳股款H股供股及H股供股份將獲香港結算接納為合資格證券，自未繳股款H股供股及H股供股份各自開始買賣之日或香港結算指定之其他日期起，可在中央結算系統內寄存、結算及交收。香港聯交所參與者之間於任何交易日進行之交易，須於其後第二個交易日於中央結算系統內交收。中央結算系統內之一切活動均須根據不時有效之(中央結算系統一般規則)及(中央結算系統運作程序規則)進行。

ICBC 中国工商银行  
中國工商銀行股份有限公司  
INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED  
(a joint stock limited company incorporated in the People's Republic of China with limited liability)  
(於中華人民共和國註冊成立的股份有限公司)

H Share Registrar:  
Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
H股股份過戶登記處：  
香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心17樓1712-1716號舖

PROPOSED H SHARE RIGHTS ISSUE OF 3,737,542,588 H SHARES  
AT HK\$3.49 EACH ON THE BASIS OF 0.45 H RIGHTS SHARES  
FOR EVERY 10 EXISTING H SHARES HELD ON THE H SHARE RECORD DATE  
建議H股供股，按於H股股權登記日每持有10股現有H股  
獲發0.45股H股供股股份之基準，  
以每股H股供股股份3.49港元之價格  
發行3,737,542,588股H股  
PAYABLE IN FULL ON ACCEPTANCE  
BY NOT LATER THAN 4:00 P.M. ON THURSDAY, 16 DECEMBER 2010  
股款須不遲於2010年12月16日(星期四)下午四時正接納時繳足  
PROVISIONAL ALLOTMENT LETTER  
暫定配額通知書

Provisional Allotment Letter number  
暫定配額通知書編號

Registered Office:  
No. 55 Fuxingmennei Avenue  
Xicheng District  
Beijing 100140  
People's Republic of China  
註冊辦事處：  
中國  
北京市西城區  
復興門內大街55號  
郵政編碼：100140

Name(s) and address of the Qualified H Shareholder(s)  
合資格H股股東姓名及地址

Identifier  
識別號

Total number of H Shares registered in your name(s) at the close of business on Friday, 26 November 2010  
於2010年11月26日(星期五)營業時間結束後，登記於閣下名下之H股總數

BOX A  
甲欄

BOX B  
乙欄

BOX C  
丙欄

Total number of H Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Thursday, 16 December 2010  
暫定配發予閣下之H股供股股份總數，有關股款最遲須於2010年12月16日(星期四)下午四時正接納時繳足

Total subscription monies payable on acceptance in full at the acceptance time of the excess application form  
於接納時應繳足之股款總額

HK\$  
港元

A copy of this form, together with a copy of the H Share Rights Issue Prospectus and a copy of the Excess Application Form have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Hong Kong Companies Ordinance. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of these documents.

本表格連同H股供股章程及額外申請表格已遵照香港公司條例第342C條之規定送呈香港公司註冊處登記。證券及期貨事務監察委員會及香港公司註冊處對任何該等文件之內容概不負責。

The Prospectus Documents in any territory outside Hong Kong. No action has been taken to permit the offering of the Nil Paid H Rights or the H Rights Shares or the distribution of the Prospectus Documents in any territory outside Hong Kong.

章程文件並無且將不會根據香港以外任何司法權區之適用證券法例或證券法例登記或存案。本行並無採取任何行動，以批准在香港境外任何地區提呈發售未繳股款H股供股或H股供股份或派發任何章程文件。

No person receiving the H Share Rights Issue Prospectus or a Provisional Allotment Letter or an Excess Application Form in any territory outside Hong Kong should treat it as an offer or invitation to apply for the H Rights Shares or excess H Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. It is the responsibility of anyone outside Hong Kong wishing to accept of the provisionally allotted H Rights Shares or make an application for excess H Rights Shares to satisfy itself/himself/themselves, before accepting any rights to accept the provisional allotment of H Rights Shares or to apply for excess H Rights Shares, as to the observance of the laws and regulations of all relevant territories, including obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in such territory in connection therewith without prejudice to the foregoing. The Bank reserves the right to refuse to accept an application of provisionally allotted H Rights Shares or any application for excess H Rights Shares where it believes that doing so would violate applicable securities legislations or other laws or regulations of any jurisdiction.

任何人士如在香港以外任何地區接獲H股供股章程或暫定配額通知書或額外申請表格，除非在該有關地區有合法提呈有關要約或邀請或該有關地區之法律及監管規定，否則不可視作申請H股供股股份或額外H股供股股份之要約或邀請。任何身處香港以外地區之人士如有意接納暫定配發之H股供股股份或申請額外H股供股股份，必須自行遵守有關地區之所有法律及規例，包括在不影響前述事項下取得任何政府或其他方面同意及就此應付該地區規定須繳付之任何稅項及收費。

倘本行相信接納任何有關暫定配發之H股供股股份或額外H股供股股份之申請申請違反任何司法權區之適用證券法例或其他法律或規例，則本行保留拒絕上述接納之權利。

Each person accepting the provisional allotment specified in this document:

- confirms that he/she/it has read the terms and conditions and acceptance procedures set out on the pages attached to this Provisional Allotment Letter and in the H Share Rights Issue Prospectus and agrees to be bound by them; and
- agrees that he/she/it has read the terms and conditions and acceptance procedures set out on the pages attached to this Provisional Allotment Letter and in the H Share Rights Issue Prospectus and agrees to be bound by them; and

接納本文件所載之暫定配額的每位人士均：

- 確認其已閱讀本暫定配額通知書所附頁數及H股供股章程所載之條款及條件以及接納手續，並同意受其約束；及
- 同意本暫定配額通知書及此項通知書之合約將受香港法例管轄及根據香港法例詮釋。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF THE H RIGHTS SHARES IN FULL, YOU MUST LODGE THIS DOCUMENT, TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE AMOUNT SHOWN IN BOX C ABOVE AT THE PARTICULAR BRANCHES OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA (ASIA) LIMITED OR BANK OF COMMUNICATIONS CO., LTD. HONG KONG BRANCH AS MENTIONED IN THE H SHARE RIGHTS ISSUE PROSPECTUS BY NO LATER THAN 4:00 P.M. ON THURSDAY, 16 DECEMBER 2010. ALL REMITTANCES MUST BE MADE PAYABLE TO ICBC (ASIA) NOMINEE LIMITED - ICBC - PAL - AND CHECKED OR CASHIER'S ORDER. CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, AND CASHIER'S ORDERS MUST BE ISSUED BY A LICENSED BANK IN HONG KONG. ALL SUCH CHECKS OR CASHIER'S ORDERS MUST BE MADE PAYABLE TO ICBC (ASIA) NOMINEE LIMITED - ICBC - PAL - AND CHECKED OR CASHIER'S ORDER. "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT ON THE PAGE ATTACHED TO THIS PROVISIONAL ALLOTMENT LETTER. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCES.

閣下如全數接納H股供股股份之暫定配額，必須將本文件份數附同以港元繳付上列內欄所示之全數款項，於2010年12月16日(星期四)下午四時正前交回於H股供股章程中所述之中國工商銀行(亞洲)有限公司或交通銀行股份有限公司香港分行指定分行。所有款項均須以支票或銀行本票以港元繳付。支票及銀行本票須由香港特許銀行發出。所有該等支票或銀行本票須註明抬頭人列上欄亞洲代理人有限公司。一併一併交收。所有該等支票或銀行本票必須以中國工商銀行(亞洲)有限公司或交通銀行為抬頭人。有關轉讓及分拆之指示載於本暫定配額通知書所附頁數。而繳股款不會轉發收據。

The H Share Rights Issue is conditional upon the fulfillment of the conditions set out in the paragraph headed "Conditions of the H Share Rights Issue" under the section headed "Letter from the Board" of the H Share Rights Issue Prospectus. If the conditions of the H Share Rights Issue are not fulfilled, the H Share Rights Issue may not proceed.

H股供股及H股供股章程中「董事會函件」一節「H股供股之條件」一段所載之條件達成後，方可作實。倘H股供股之條件未能達成，則H股供股將可能不會進行。

The H Share Rights Issue will proceed on a fully underwritten basis. The Underwriting Agreement contains provisions entitling the Majority Underwriters by notice in writing to terminate the Underwriting Agreement on or prior to the Latest Time for Termination on the occurrence of certain events, including force majeure, as set out in the paragraph headed "Termination of the Underwriting Agreement" under the section headed "Letter from the Board" of the H Share Rights Issue Prospectus.

H股供股將按全數承銷之基準進行。承銷協議載有規定，倘若干事件(包括H股供股章程「董事會函件」一節「承銷協議之終止」一段所載之不可抗力事件)發生，則大多數承銷商有權於最後終止時限或之前以書面通知形式終止承銷協議。

If the Underwriting Agreement does not become unconditional or if it is terminated in accordance with the terms thereof, the H Share Rights Issue may not proceed.

倘承銷協議未能成為無條件或根據其條款終止，則H股供股將可能不會進行。

The H Share Shares have been dealt in on an ex-rights basis from Monday, 22 November 2010. Dealings in the Nil Paid H Rights will take place from Wednesday, 1 December 2010 to Monday, 13 December 2010 (both days inclusive).

H股已自2010年11月22日(星期一)起按除權基準買賣。未繳股款H股供股將於2010年12月1日(星期三)至2010年12月13日(星期一)(首尾兩天包括在內)期間買賣。未繳股款H股供股，則須自行承擔H股供股可能不會成為無條件或可能不會進行之風險。

Any persons contemplating buying or selling H Shares from the date of the Announcement up to the date on which all the conditions of the H Share Rights Issue are fulfilled, and any buying or selling of the Nil Paid H Rights between Wednesday, 1 December 2010 and Monday, 13 December 2010 (both days inclusive), bear the risk that the H Share Rights Issue may not become unconditional or may not proceed.

任何人士如擬在公告刊發日期至所有H股供股條件達成日期期間買賣或出售H股，以及於2010年12月1日(星期三)至2010年12月13日(星期一)(首尾兩天包括在內)期間買賣未繳股款H股供股，則須自行承擔H股供股可能不會成為無條件或可能不會進行之風險。

Any H Shareholders or other persons contemplating dealing in the H Rights Shares or Nil Paid H Rights are recommended to consult their own professional advisers. For the avoidance of doubt, we do not accept any special instruction written on this Provisional Allotment Letter.

任何有意買賣H股供股股份或未繳股款H股供股之H股股東或其他人士，務請諮詢彼等專業顧問之意見。為免存疑，任何在本暫定配額通知書上的額外手寫指示，本行將不予處理。

IN THE EVENT OF TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR H RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHTS TO SUBSCRIBE FOR THE H RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

在轉讓認購本文件所指之H股供股股份之權利時，每宗買賣雙方均須繳付從價印花稅。除出售以外，饋贈或轉讓實益權益亦須繳付從價印花稅。在登記任何轉讓認購本文件所指之H股供股股份之權利前，須出示已繳付從價印花稅之證明。

Form B  
表格乙

FORM OF TRANSFER AND NOMINATION  
轉讓及提名表格

(To be completed and signed only by the Qualified H Shareholder(s) who wish(es) to transfer all of its/his/her/their right(s) to subscribe for the H Rights Shares comprised herein)  
(僅供有意轉讓其全部認購本表格所列H股供股股份之權利之合資格H股股東填寫及簽署)

To the Directors,  
Industrial and Commercial Bank of China Limited  
致： 中國工商銀行股份有限公司  
列位董事 台照

Dear Sirs,  
I/We\* hereby transfer all of my/our\* rights to subscribe for the H Rights Shares comprised in this Provisional Allotment Letter to the person(s) accepting the same and signing the registration application form (Form C) below.  
敬啟者：  
本人／吾等\*謹將本暫定配額通知書所列本人／吾等\*認購H股供股股份之全部權利轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of Qualified H Shareholder(s) (all joint H Shareholders must sign)  
合資格H股股東簽署(所有聯名H股股東均須簽署)  
Date 日期：\_\_\_\_\_  
Ad valorem stamp duty is payable by the transferor(s) if this form is completed.  
如已填妥本表格，轉讓人須繳納從價印花稅。

Form C  
表格丙

REGISTRATION APPLICATION FORM  
登記申請表格

(To be completed and signed only by the person(s) to whom the right(s) to subscribe for the H Rights Share(s) are being transferred)  
(僅供已獲轉讓可認購H股供股股份之權利之人士填寫及簽署)

To the Directors,  
Industrial and Commercial Bank of China Limited  
致： 中國工商銀行股份有限公司  
列位董事 台照

Dear Sirs,  
I/We\* request you to register the number of H Rights Shares mentioned in Box B of Form A in my/our\* name(s). I/We\* agree to accept the same on the terms set out in this Provisional Allotment Letter and the accompanying H Share Rights Issue Prospectus and subject to the Articles of Association of the Bank.  
敬啟者：  
本人／吾等\*謹請 閣下將表格甲中乙欄所列數目之H股供股股份登記於本人／吾等\*名下，本人／吾等\*同意按照本暫定配額通知書及隨附之H股供股章程所載之條款，並在 貴行之公司章程之規限下接納此等股份。

Existing H Shareholder(s) please mark "X" in this box 現有H股股東請在欄內填上「X」號			<input type="checkbox"/>
To be completed in block letters in English. Joint applicants should give the address of the first named applicant only. 請用英文大楷填寫。聯名申請人僅須填寫排名首位之申請人之地址。 For Chinese applicant, please provide your name in both English and Chinese. 中國籍申請人請同時填寫中、英文姓名。			
Name of applicant in English 申請人英文姓名	Family name 姓氏	Other name(s) 名字	Name in Chinese 中文姓名
Name continuation and/or name(s) of joint applicants in English (if applicable) 續姓名及／或聯名申請人英文姓名 (如適用)			
Address in English (Joint applicants should give the address of the first named applicant only) 英文地址(聯名申請人僅須填寫排名首位之申請人之地址)			
Occupation 職業			Tel. No. 電話號碼
Dividend instructions 派息指示			
Name and address of bank 銀行名稱及地址			Bank account no. 銀行戶口號碼
			Account Type 賬戶類別
		For office use only 公司專用	

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_  
Signature(s) of applicant(s) (all joint applicant(s) must sign) 申請人簽署(所有聯名申請人均須簽署)

Date 日期：\_\_\_\_\_

NOTE: Hong Kong stamp duty is payable by the transferee(s) if this form is completed.  
附註：填妥此表格後，承讓人須繳納香港印花稅。

\* Delete as appropriate  
\* 刪去不適用者