



## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Industrial and Commercial Bank of China Limited

Date Submitted 6 April 2011

### 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<sup>1</sup></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<sup>1</sup></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>262,224,501,277</u>	<u>1.00</u>	<u>262,224,501,277<sup>1</sup></u>
Increase/(decrease)	<u>622, 641</u>		<u>622, 641</u>
Balance at close of the month	<u>262,225,123,918</u>	<u>1.00</u>	<u>262,225,123,918<sup>1</sup></u>

<sup>1</sup> Pending modification of the registered share capital with State Administration for Industry and Commerce of the People's Republic of China.

## 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*) : 349,019,168,468<sup>1</sup>

<sup>1</sup> Pending modification of the registered share capital with State Administration for Industry and Commerce of the People's Republic of China.

## 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		
Balance at close of preceding month	86,794,044,550	262,224,501,277	NIL	NIL
Increase/ (decrease) during the month	NIL	622,641	NIL	NIL
Balance at close of the month	86,794,044,550	262,225,123,918	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)

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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

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)						
		25,000,000,000 (i.e. 250,000,000 bonds)	2,585,000 (i.e. 25,850 bonds)	24,997,415,000 (i.e. 249,974,150 bonds)	622,641 A Shares	6,023,473,493 A Shares
Stock code (if listed)	Listed on the Shanghai Stock Exchange, Convertible Corporate Bond Code: 113002					
Class of shares issuable ( <i>Note 1</i> )	A Shares					
Subscription price	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, subject to further adjustment					
EGM approval date (if applicable) (dd/mm/yyyy)	(18/05/2010)					
2.						
Stock code (if listed)						

## 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
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month		
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)		(   /   /   )				
				Total C. (Ordinary shares)	622,641 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>622,641</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):

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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.*