

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Industrial and Commercial Bank of China Limited

Date Submitted 7 January 2020

I. Movements in Authorised Share Capital

(THE FOLLOWING SHOWS MOVEMENTS IN THE REGISTERED SHARE CAPITAL AND PREFERENCE SHARES (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>269,612,212,539</u>	<u>1.00</u>	<u>269,612,212,539</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>269,612,212,539</u>	<u>1.00</u>	<u>269,612,212,539</u>

2. Preference Shares

(1) Stock code : <u>4603</u>	Description :	U.S.\$2,940,000,000 6.00%, Non-Cumulative, Non-Participating, Perpetual Offshore Preference Shares (the "USD Offshore Preference Shares")	
	No. of preference shares	Par value (RMB)	Authorised share capital (USD) (See Remark 1)
Balance at close of preceding month	<u>147,000,000</u>	<u>100</u>	<u>2,940,000,000</u>
Increase/(decrease)	<u>(147,000,000)</u>	<u></u>	<u>(2,940,000,000)</u>
Balance at close of the month	<u>NIL</u>	<u></u>	<u>NIL</u>
(2) Stock code : <u>4604</u>	Description :	EUR600,000,000 6.00%, Non-Cumulative, Non-Participating, Perpetual Offshore Preference Shares (the "EUR Offshore Preference Shares")	
	No. of preference shares	Par value (RMB)	Authorised share capital (EUR)(See Remark 1)
Balance at close of preceding month	<u>40,000,000</u>	<u>100</u>	<u>600,000,000</u>
Increase/(decrease)	<u>NIL</u>	<u>-</u>	<u>NIL</u>
Balance at close of the month	<u>40,000,000</u>	<u>100</u>	<u>600,000,000</u>

		RMB12,000,000,000 6.00%, Non-Cumulative, Non-Participating, Perpetual Offshore Preference Shares (the "RMB Offshore Preference Shares")		
(3) Stock code :	<u>84602</u>	Description :		
		No. of preference shares	Par value (RMB)	Authorised share capital (RMB)(See Remark 1)
Balance at close of preceding month		<u>120,000,000</u>	<u>100</u>	<u>12,000,000,000</u>
Increase/(decrease)		<u>(120,000,000)</u>	<u></u>	<u>(12,000,000,000)</u>
Balance at close of the month		<u>NIL</u>	<u></u>	<u>NIL</u>
		(the "Domestic Preference Shares"): RMB45,000,000,000 4.50%, Non-Cumulative, Non-Participating, Perpetual Domestic Preference Shares (the "Domestic Preference Shares First Tranche"); RMB70,000,000,000 4.20%, Non-Cumulative, Non-Participating, Perpetual Domestic Preference Shares (the "Domestic Preference Shares Second Tranche")		
(4) Stock code :	<u>360011</u> <u>360036</u>	Description :		
		No. of preference shares	Par value (RMB)	Authorised share capital (RMB)(See Remark 2)
Balance at close of preceding month		<u>1,150,000,000</u>	<u>100</u>	<u>115,000,000,000</u>
Increase/(decrease)		<u>NIL</u>	<u>-</u>	<u>NIL</u>
Balance at close of the month		<u>1,150,000,000</u>	<u>100</u>	<u>115,000,000,000</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 AND PREFERENCE SHARES**) (*RMB*) :

475,964,217,089 (*See Remark 3*)

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 _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____

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
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. USD Offshore Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the USD Offshore Preference Shares	USD	2,940,000,000	-	NIL	-	NIL
Stock code (if listed)	4603					
Class of shares issuable (Note 1)	H Shares					
Subscription price	The initial conversion price is USD 0.6451, subject to adjustment					
EGM approval date (if applicable) (dd/mm/yyyy)	(19/09/2014)					
2. EUR Offshore Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the EUR Offshore Preference Shares	EUR	600,000,000	-	600,000,000	-	1,251,825,578 H Shares (See Remark 4)
Stock code (if listed)	4604					
Class of shares issuable (Note 1)	H Shares					
Subscription price	The initial conversion price is EUR 0.4793, subject to adjustment					
EGM approval date (if applicable) (dd/mm/yyyy)	(19/09/2014)					
3. RMB Offshore Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the RMB Offshore Preference Shares	RMB	12,000,000,000	-	NIL	-	NIL
Stock code (if listed)	84602					
Class of shares issuable (Note 1)	H Shares					
Subscription price	The initial conversion price is RMB 3.9725, subject to adjustment					

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
EGM approval date (if applicable) (dd/mm/yyyy)		<u>(19/09/2014)</u>				
4. Domestic Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the Domestic Preference Shares	RMB	115,000,000,000	-	115,000,000,000	-	25,972,739,731 A Shares (See Remark 5)
Stock code (if listed)		<u>360011, 360036</u>				
Class of shares issuable (Note 1)		<u>A Shares</u>				
Subscription price		<u>The initial conversion price of Domestic Preference Shares First Tranche is RMB3.44, subject to adjustment; the initial conversion price of Domestic Preference Shares Second Tranche is RMB5.43, subject to adjustment</u>				
EGM approval date (if applicable) (dd/mm/yyyy)		<u>Domestic Preference Shares First Tranche: (19/09/2014)</u>				
		<u>Domestic Preference Shares Second Tranche: (21/11/2018)</u>				
				Total C. (Ordinary H Shares)	<u>NIL</u>	
				(Ordinary A Shares)	<u>NIL</u>	
				(Offshore Preference shares)	<u>NIL</u>	
				(Domestic Preference shares)	<u>NIL</u>	
				(Other class)	<u>NIL</u>	

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**

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
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)	(/ /) (/ /)

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 : (10/12/2019) (dd/mm/yyyy) EGM approval date: (N/A) (dd/mm/yyyy)	the USD Offshore Preference Shares and the RMB Offshore Preference Shares _____ and (120,000,000)RMB Offshore Preference Shares _____	(147,000,000)USD Offshore Preference Shares _____	NIL
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>) _____			

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
	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
	EGM approval date: (dd/mm/yyyy)	(/ /)	
	Total E. (Ordinary shares)	<u>NIL</u>	
		(267,000,000) offshore preference shares in total, being the aggregate of (147,000,000) USD Offshore Preference Shares and (120,000,000) RMB Offshore Preference Shares	
	(Preference shares)	<u>Shares</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>NIL</u>
		(267,000,000) offshore preference shares in total, being the aggregate of (147,000,000)USD Offshore Preference Shares and (120,000,000)RMB Offshore Preference Shares
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	(1)	<u>NIL</u>
	(2)	<u>NIL</u>
	(3)	<u>NIL</u>
	(4)	<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):

1. Calculated in accordance with the number of offshore preference shares issued in each currency and the amount of proceeds raised from the issuance of each share, which is US\$20 for each USD Offshore Preference Share issued, EUR15 for each EUR Offshore Preference Share issued and RMB100 for each RMB Offshore Preference Share issued.

2. Calculated in accordance with the number of Domestic Preference Shares and the amount of proceeds raised from the issuance of each share, which is RMB100 for each Domestic Preference Share issued.
3. Calculated based on the aggregate of ordinary share capital and the total proceeds raised from the issuance of onshore preference shares and all offshore preference shares in Euros, in which the total amount of proceeds raised from the issuance of the EUR Offshore Preference Shares is converted into Renminbi at the middle exchange rate between Euros and Renminbi of RMB7.5966 to EUR1.00 as published by the People's Bank of China on 10 December 2014.
4. The initial conversion price is equal to the average trading price of the H Shares of the Company for the 20 trading days preceding 25 July 2014, i.e. HK\$5.00 per share, converted into Euros based on the relevant cross rate between Hong Kong dollars and Euros, or the exchange rate between Hong Kong dollars and Renminbi (as applicable) of RMB8.2876 to EUR1.00 and RMB0.79449 to HK\$1.00.
5. The initial conversion price of Domestic Preference Shares First Tranche is equal to the average trading price of the A Shares of the Company for the 20 trading days preceding 25 July 2014, i.e. RMB3.44 per share. The initial conversion price of Domestic Preference Shares Second Tranche is equal to the average trading price of the A Shares of the Company for the 20 trading days preceding 30 August 2018, i.e. RMB5.43 per share.

Submitted by: GUAN Xueqing

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.*