

Specified Securities Information

Industrial and Commercial Bank of China Limited

SPECIFIED SECURITIES INFORMATION

Type of Information:	Specified Securities Information
Date of Announcement	26 October 2016
Issuer Name:	Industrial and Commercial Bank of China Limited
Name and Title of Representative:	Yi Huiman Chairman of the Board of Directors, Executive Director and President
Address of Head Office:	No. 55 Fuxingmennei Avenue, Xicheng District, Beijing 100140, PRC
Telephone:	+81-3-6860-3088
Contact Person:	Zhengyi Yuan
Type of Securities:	Notes
Total Issuance Value of Securities or Total Sale Value of Securities:	CNY 500,000,000
Contents of Program Information:	
Date of Announcement:	29 February 2016
Scheduled Issuance Period:	29 February 2016 to 28 February 2017
Maximum Outstanding Issuance Amount:	U.S.\$ 4,000,000,000
Matters related to Financial Instruments Exchange Market, etc.:	Not applicable
Address of Website for Announcement:	http://www.jpex.co.jp/english/equities/products/tpbm/announcement/index.html
Status of Submission of Annual Securities Reports :	Industrial and Commercial Bank of China Limited has continuously submitted Annual Securities Reports for more than one year. See such Annual Securities Reports and other reports filed by Industrial and Commercial Bank of China Limited in Japan which are available at the website http://disclosure.edinet-fsa.go.jp/ .

Notes to Investors:

1. TOKYO PRO-BOND Market is a market for professional investors, etc. (*Tokutei Tousehika tou*) as defined in Article 2, Paragraph 3, Item 2(b)(2) of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "FIEA") (the "**Professional Investors, Etc.**"). Notes listed on the market ("**Listed Notes**") may involve high investment risk. Investors should be aware of the listing eligibility and timely disclosure requirements that apply to issuers of Listed Notes on the TOKYO PRO-BOND Market and associated risks such as the fluctuation of market prices and shall bear responsibility for their investments. Prospective investors should make investment decisions after having carefully considered the contents of this Specified Securities Information.
2. Where this Specified Securities Information contains (a) any false statement on important matters, or (b) lacks information on: (i) important matters that should be announced or (ii) a material fact that is necessary to avoid misleading content, a person who, at the time of announcement of this Specified Securities Information, is an officer (meaning an officer stipulated in Article 21, Paragraph 1 of the FIEA (meaning a director of the board

(*torishimari-yaku*), accounting advisor (*kaikai-sanyo*), company auditor (*kansa-yaku*) or executive officer (*shikkou-yaku*), or a person equivalent to any of these) of the issuer that announced this Specified Securities Information shall be liable to compensate persons who acquired the securities for any damage or loss arising from the false statement or lack of information in accordance with the provisions of Article 21, Paragraph 1, Item 1 of the FIEA applied mutatis mutandis in Article 27-33 of the FIEA and Article 22 of the FIEA applied mutatis mutandis in Article 27-34 of the FIEA. However, this shall not apply to cases where the person who acquired the securities was aware of the existence of the false statement or the lack of information at the time of subscription for acquisition of the securities. Additionally, the officer shall not be required to assume the liability prescribed above, where he/she proves that he/she was not aware of, and was unable to obtain knowledge of, even with reasonable care, the existence of the false statement or the lack of information.

3. The regulatory framework for TOKYO PRO-BOND Market is different in fundamental aspects from the regulatory framework applicable to other exchange markets in Japan. Investors should be aware of the rules and regulations of the TOKYO PRO-BOND Market, which are available on the Tokyo Stock Exchange website.
4. Tokyo Stock Exchange does not express opinions or issue guarantees, etc. regarding the content of the Specified Securities Information (including but not limited to, whether the Specified Securities Information (a) contains a false statement or (b) lacks information on: (i) important matters that should be announced or (ii) a material fact that is necessary to avoid misleading content) and shall not be liable for any damage or loss.
5. All prospective investors who purchase the Notes of Industrial and Commercial Bank of China Limited (the “**Issuer**”) to be issued under this Specified Securities Information (the “**Notes**”) should be aware that when they offer to purchase the Notes, they shall be required to (i) enter into and agree to the terms of a transfer restriction agreement with the Issuer and/or the person making a solicitation, or (ii) (in case of an offer to acquire the Notes to be newly issued) agree to comply with the terms of a transfer restriction that is described as constituting the terms of the Notes or the conditions of the transaction for the Notes in a document describing the information on the Notes and is explained by a financial instrument business operator, etc. (*kinyushohin torihikigyosha tou*) making a solicitation. The terms of such transfer restriction agreement or transfer restriction provide that prospective investors agree not to sell, transfer or otherwise dispose of the Notes to be held by them to any person other than the Professional Investors, Etc., except for the transfer of the Notes to the following:
 - (a) the Issuer, or the Officer (meaning directors, company auditors, executive officers or persons equivalent thereto) thereof who holds shares or equity pertaining to voting rights exceeding 50% of all the voting rights in the Issuer which is calculated by excluding treasury shares or any non-voting rights shares (the “**Voting Rights Held by All the Shareholders, Etc.**” (*SouKabunushi Tou no Giketsuken*)) (as prescribed in Article 29-4, Paragraph 2 of the FIEA; the same shall apply hereinafter) of the Issuer under his/her own name or another person's name (hereinafter such Officer shall be referred to as the “**Specified Officer**” (*Tokutei Yakuin*) in this Paragraph), or to a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50 % of the Voting Rights Held by All the Shareholders, Etc. are held by the Specified Officer (the “**Controlled Juridical Person, Etc.**”) (*Hi-Shihai Houjin Tou*) including a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. are jointly held by the Specified Officer and the Controlled Juridical Person, Etc. (as prescribed in Article 11-2, Paragraph 1, Item 2 (c) of the Cabinet Office Ordinance on Definitions under Article 2 of the Financial Instruments and Exchange Act (MOF Ordinance No.14 of 1993, as amended)); or
 - (b) a company that holds shares or equity pertaining to voting rights exceeding 50 % of the Voting Rights Held by All the Shareholders, Etc. of the Issuer in its own name or another person's name.
6. When (i) a solicitation of an offer to acquire the Notes or (ii) an offer to sell or a solicitation of an offer to purchase the Notes (collectively, “**Solicitation of the Note Trade**”) is made, the following matters shall be notified from the person who makes such Solicitation of the Note Trade to the person to whom such Solicitation of the Note Trade is made in accordance with the FIEA and regulations thereunder (as amended from time to time):
 - (a) no securities registration statement (pursuant to Article 4, Paragraphs 1 through 3 of the FIEA) has been filed with respect to the Solicitation of the Note Trade;
 - (b) the Notes fall, or will fall, under the Securities for Professional Investors (*Tokutei Tousehika Muke Yukashoken*) (as defined in Article 4, Paragraph 3 of the FIEA);
 - (c) any acquisition or purchase of the Notes by such person pursuant to any Solicitation of the Note

Trade is conditional upon such person (i) (x) entering into an agreement providing for the restriction on transfer of the Notes as set forth in 5 (i) above with each of the Issuer and the person making such Solicitation of the Note Trade, or (y) agreeing to comply with the transfer restriction as set forth in 5 (ii) above (in the case of a solicitation of an offer to acquire the Notes to be newly issued), or (ii) entering into an agreement providing for the restriction on transfer of the Notes as set forth in 5 (i) above with the person making such Solicitation of the Note Trade (in the case of an offer to sell or a solicitation of an offer to purchase the Notes already issued);

- (d) Article 4, Paragraphs 3, 5 and 6 of the FIEA will be applicable to such certain solicitation, offers and other activities with respect to the Notes as provided in Article 4, Paragraph 2 of the FIEA; and
 - (e) the Specified Securities Information, Etc. (*Tokutei Shouken Tou Jouhou*) (as defined in Article 27-33 of the FIEA) with respect to the Notes and the Issuer Information, Etc. (*Hakkosha Tou Jouhou*) (as defined in Article 27-34 of the FIEA) with respect to the Issuer have been or will be made available for the Professional Investors, Etc. by way of such information being posted on the web-site maintained by the TOKYO PRO-BOND Market (<http://www.jpx.co.jp/english/equities/products/tpbm/announcement/index.html> or any successor website) in accordance with Articles 210 and 217 of the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities of Tokyo Stock Exchange, Inc.
 - (f) the Issuer Information, Etc. will be provided to the holders of the Notes or made public pursuant to Article 27-32 of the FIEA.
7. The Notes will be issued by the Issuer acting through its Tokyo Branch on 31 October 2016 under the USD \$4,000,000,000 Medium Term Note Programme of Industrial and Commercial Bank of China Limited, Tokyo Branch.

Pricing Supplement

26 October 2016



Industrial and Commercial Bank of China Limited, Tokyo Branch

USD4,000,000,000 Medium Term Note Programme

Issue of

CNY 500,000,000 3.80 per cent. Fixed Rate Notes due 31 October 2019

This document constitutes the Pricing Supplement (as referred to in the Information Memorandum in relation to the above Programme dated 29 February 2016) relating to the issue of Notes referred to above. Terms used in this Pricing Supplement are deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Information Memorandum dated 29 February 2016.

This Pricing Supplement is supplemental to and must be read in conjunction with such Information Memorandum.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Notes or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**). The Notes may not be offered, sold or delivered within the United States or to or for the account of U.S. persons unless they have been registered under the Securities Act or pursuant to an exemption from the registration requirements of the Securities Act and any applicable U.S. tax law requirements have been satisfied. For a description of certain restrictions on offers and sales of Notes and on distribution of this Pricing Supplement and the Information Memorandum, see the section of the Information Memorandum entitled "Selling Restrictions".

The particulars to be specified in relation to the Tranche of Notes referred to above are as follows:

1. Issuer: Industrial and Commercial Bank of China Limited, Tokyo Branch
2. (a) Series Number: 1619002

- (b) Tranche Number: 1
3. Lead Manager(s): Mizuho Securities Asia Limited
SMBC Nikko Capital Markets Limited
Daiwa Capital Markets Singapore Limited
4. (a) If syndicated, names of Managers: Mizuho Securities Asia Limited
SMBC Nikko Capital Markets Limited
Daiwa Capital Markets Singapore Limited
- (b) If non-syndicated, name of relevant Dealer: Not Applicable
5. Issue Date: 31 October 2016
6. Maturity Date: 31 October 2019
7. Issue Price: 100 per cent. of the Aggregate Principal Amount
8. Aggregate Principal Amount of Tranche:
- (a) Series: CNY 500,000,000
- (b) Tranche: CNY 500,000,000
9. Specified Currency: Renminbi (**CNY**)
10. Specified Denomination(s): CNY 1,000,000 and integral multiples of CNY 10,000 in excess thereof
11. Type of Notes: Fixed Rate Notes
12. Status of Notes: Condition 4.1 applies

PROVISIONS RELATING TO INTEREST

13. Fixed Rate Note Provisions: Applicable
- (a) Interest Rate: 3.80 per cent. per annum payable semi-annually in arrear to (but excluding) the Maturity Date
- Minimum Interest Rate: Not Applicable

	• Maximum Interest Rate:	Not Applicable
(b)	Interest Accrual Date:	Issue Date
(c)	Interest Payment Dates:	30 April and 31 October in each year, commencing on 30 April 2017 up to and including the Maturity Date
(d)	Fixed Interest Amounts:	Not Applicable
(e)	Broken Amount(s):	Not Applicable
(f)	Applicable Business Day Convention:	Notwithstanding the provision in Condition 5.10(a), Modified Following will be applicable but without any additional interest.
(g)	Definition of Business Day:	As per Terms and Conditions
(h)	Day Count Basis:	Actual/365 (Fixed) (See Condition 5.4(a))
(i)	Additional Business Centre(s):	Hong Kong, London and Tokyo
(j)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
14.	Floating Rate Note Provisions:	Not Applicable
15.	Linear Interpolation:	Not Applicable
16.	Index Linked Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable
18.	Other terms relating to calculation of interest of Notes:	Not Applicable
19.	Details relating to Instalment Notes:	
(a)	Instalment Amount(s):	Not Applicable

(b) Instalment Date(s): Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. (a) Redemption Amounts: Outstanding Principal Amount

(b) Optional Redemption Amount: Not Applicable

(c) Optional Redemption Date: Not Applicable

(d) Early Termination Amount of each Note payable on redemption for taxation reasons (if applicable) or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 6.5 or Condition 8.2, as applicable): Outstanding Principal Amount

21. Events of Default: Condition 9 applies.

(a) Any additional (or modifications to) Events of Default: Not Applicable

22. Call Option: Not Applicable

23. Put Option: Not Applicable

GENERAL PROVISIONS

24. Redemption for Tax reasons: Applicable

25. Form of Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

26. Additional Finance Centre(s) or other special provisions relating to Payment Dates: Hong Kong, London and Tokyo

27. Talons for future Coupons or: No

Receipts to be attached to
Definitive Notes (and dates on
which such Talons mature):

28. Additional Selling Restrictions:

(1) The Notes may not be sold, transferred or otherwise disposed to any person other than the Professional Investors, Etc. (*Tokutei Tousehika tou*) as defined in Article 2, Paragraph 3, Item 2(b)(2) of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "**FIEA**") (the "**Professional Investors, Etc.**"), except for the transfer of the Notes to the following:

- (a) the Issuer, or the Officer (meaning directors, company auditors, executive officers or persons equivalent thereto) thereof who holds shares or equity pertaining to voting rights exceeding 50% of all the voting rights in the Issuer which is calculated by excluding treasury shares or any non-voting rights shares (the "**Voting Rights Held by All the Shareholders, Etc.**" (*SouKabunushi Tou no Giketsuken*)) (as prescribed in Article 29-4, Paragraph 2 of the FIEA; the same shall apply hereinafter) of the Issuer under his/her own name or another person's name (hereinafter such Officer shall be referred to as the "**Specified Officer**" (*Tokutei Yakuin*) in this Paragraph), or to a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50 % of the Voting Rights Held by All the Shareholders, Etc. are held by the Specified Officer (the "**Controlled Juridical Person, Etc.**" (*Hi-Shihai Houjin Tou*) including a juridical person (excluding the Issuer) whose shares or equity pertaining to voting rights exceeding 50% of the Voting Rights Held by All the Shareholders, Etc. are jointly held by the Specified Officer and the Controlled Juridical Person, Etc. (as prescribed in Article 11-2, Paragraph 1, Item 2 (c) of the Cabinet Office Ordinance on Definitions under Article 2 of the Financial Instruments and Exchange Act (MOF Ordinance No.14 of 1993, as amended)); or
- (b) a company that holds shares or equity pertaining to voting rights exceeding 50 % of the Voting Rights Held by All the Shareholders, Etc. of the Issuer in its own name or another person's name.

(2) When (i) a solicitation of an offer to acquire the Notes or (ii) an offer to sell or a solicitation of an offer to purchase the Notes (collectively, "**Solicitation of the Note Trade**") is made, the following matters shall be notified from the person who makes such Solicitation of the Note Trade to the person to whom such Solicitation of the Note Trade is made in accordance with the FIEA and regulations thereunder (as amended from time to time):

- (a) no securities registration statement (pursuant to Article 4,

Paragraphs 1 through 3 of the **FIEA**) has been filed with respect to the Solicitation of the Note Trade;

- (b) the Notes fall, or will fall, under the Securities for Professional Investors (*Tokutei Tousehika Muke Yukashoken*) (as defined in Article 4, Paragraph 3 of the FIEA);
- (c) any acquisition or purchase of the Notes by such person pursuant to any Solicitation of the Note Trade is conditional upon such person (i) (x) entering into an agreement providing for the restriction on transfer of the Notes as set forth in (1) above with each of the Issuer and the person making such Solicitation of the Note Trade, or (y) agreeing to comply with the transfer restriction as set forth in (1) above (in the case of a solicitation of an offer to acquire the Notes to be newly issued), or (ii) entering into an agreement providing for the restriction on transfer of the Notes as set forth in (1) above with the person making such Solicitation of the Note Trade (in the case of an offer to sell or a solicitation of an offer to purchase the Notes already issued);
- (d) Article 4, Paragraphs 3, 5 and 6 of the FIEA will be applicable to such certain solicitation, offers and other activities with respect to the Notes as provided in Article 4, Paragraph 2 of the FIEA;
- (e) the Specified Securities Information, Etc. (*Tokutei Shouken Tou Jouhou*) (as defined in Article 27-33 of the FIEA) with respect to the Notes and the Issuer Information, Etc. (*Hakkosha Tou Jouhou*) (as defined in Article 27-34 of the FIEA) with respect to the Issuer have been or will be made available for the Professional Investors, Etc. by way of such information being posted on the web-site maintained by the TOKYO PRO-BOND Market (<http://www.jpx.co.jp/english/equities/products/tpbm/announcement/index.html> or any successor website) in accordance with Articles 210 and 217 of the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities of Tokyo Stock Exchange, Inc.; and
- (f) the Issuer Information, Etc. will be provided to the holders of the Notes or made public pursuant to Article 27-32 of the FIEA.

29. Clearing System: Euroclear/Clearstream

30. Delivery: Delivery against payment

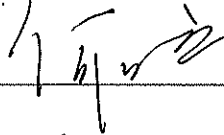
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| 31. Listing: | The Notes will be listed on TOKYO PRO-BOND Market of the Tokyo Stock Exchange, Inc. |
| 32. Minimum transferable principal amount: | Not Applicable |
| 33. Terms and Conditions: | The Terms and Conditions set out in the Information Memorandum dated 29 February 2016 |
| 34. Other terms or special conditions: | See the Special Conditions below |
| 35. ISIN: | XS1492702482 |
| 36. Common Code: | 149270248 |
| 37. Calculation Agent: | The Bank of New York Mellon, London Branch |

SPECIAL CONDITIONS

- | | |
|---------------------------------------|---|
| 38. Payments in respect of the Notes | All payments in respect of the Notes will be made solely by credit to a CNY account maintained by the payee at a bank in Hong Kong in accordance with applicable laws, rules, regulations and guidelines issued from time to time (including all applicable laws and regulations with respect to the settlement of CNY in Hong Kong). |
| 39. Risk Factor and Currency Controls | The Renminbi is not a freely convertible currency. The remittance of Renminbi into and outside the PRC is subject to controls imposed under PRC law. |

CONFIRMED

Signed by and on behalf of **INDUSTRIAL AND
COMMERCIAL BANK OF CHINA LIMITED,
TOKYO BRANCH** by:



Signature *He Xiaojian*

Name (print)

Title *General Manager.*



Signature *ZHU XIANDA*

Name (print)

Title *Deputy General Manager*