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If you have sold or transferred all your shares in Industrial and Commercial Bank of China Limited, you should at once hand this circular together with the accompanying proxy form and the reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

(Stock Code: 1398)

**PROPOSED ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING
FOR THE YEAR 2012**

A supplemental notice of the AGM is set out on pages 6 to 7 of this supplemental circular. The AGM will be held as originally scheduled at the Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong and in Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC concurrently by video conference on Friday, 7 June 2013 at 9:30 a.m.

The English and Chinese versions of this supplemental circular and the accompanying supplemental proxy form are available on the Bank's website at www.icbc-ltd.com and the HKExnews' website at www.hkexnews.hk. You may access the aforesaid documents by clicking "Investor Relations" on the homepage of the Bank's website or browsing through the HKExnews' website.

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DEFINITION

In this supplemental circular, unless the context requires otherwise, the following expressions have the following meanings:

“A Shares”	ordinary shares of RMB1.00 each in the share capital of the Bank, which are listed on the Shanghai Stock Exchange and traded in RMB
“AGM”	the annual general meeting for the year 2012 of the Bank to be held on 7 June 2013
“Articles”	the articles of association of the Bank from time to time
“Bank” or “ICBC”	Industrial and Commercial Bank of China Limited (中國工商銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (stock code: 1398) and the Shanghai Stock Exchange (stock code: 601398), respectively
“Board”	the board of directors of the Bank
“CBRC”	the China Banking Regulatory Commission
“Directors”	the directors of the Bank
“H Shares”	overseas listed foreign shares of RMB1.00 each in the share capital of the Bank, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of Shares
“Shares”	A Shares and/or H Shares



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INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED
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(Stock Code: 1398)

Executive Director:

Mr. Jiang Jianqing

Non-executive Directors:

Mr. Huan Huiwu

Ms. Wang Xiaoya

Ms. Ge Rongrong

Mr. Li Jun

Mr. Wang Xiaolan

Mr. Yao Zhongli

Registered Office:

No. 55 Fuxingmennei Avenue
Xicheng District, Beijing 100140
PRC

Place of Business in Hong Kong:

33/F, ICBC Tower
3 Garden Road
Central, Hong Kong

Independent non-executive Directors:

Mr. Xu Shanda

Mr. Wong Kwong Shing, Frank

Sir Malcolm Christopher McCarthy

Mr. Kenneth Patrick Chung

Mr. Or Ching Fai

Mr. Hong Yongmiao

23 May 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSED ELECTION OF DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING
FOR THE YEAR 2012**

1 INTRODUCTION

References are made to the circular of the Bank (“**Original Circular**”) and the notice of AGM (“**Original Notice**”) dated 23 April 2013, which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for shareholders’ approval. This supplemental circular should be read together with the Original Circular.

LETTER FROM THE BOARD

On 22 May 2013, Central Huijin Investment Ltd. (“**Huijin**”, being a shareholder holding approximately 35.5% of the shares of the Bank), as entrusted by the Bank, submitted “The Proposal on the Election of Mr. Yi Huiman as An Executive Director of Industrial and Commercial Bank of China Limited”, “The Proposal on the Election of Mr. Luo Xi as An Executive Director of Industrial and Commercial Bank of China Limited”, and “The Proposal on the Election of Mr. Liu Lixian as An Executive Director of Industrial and Commercial Bank of China Limited” to the AGM of the Bank for the year 2012 for consideration. Pursuant to relevant provisions of the laws, regulations and the Articles, the Board presented the aforementioned proposals submitted by Huijin to the AGM of the Bank for the year 2012 for consideration.

The purpose of this supplemental circular is to set out the supplemental notice of AGM, and to provide you with information regarding the abovementioned proposals to be considered at the AGM. Save as set out in this supplemental circular, no changes have been made to matters in relation to the AGM as set out in the Original Circular and Original Notice.

2 PROPOSED ELECTION OF DIRECTOR

Three ordinary resolutions will be proposed at the AGM to (i) consider and approve the appointment of Mr. Yi Huiman as an executive Director of the Bank, (ii) consider and approve the appointment of Mr. Luo Xi as an executive Director of the Bank and (iii) consider and approve the appointment of Mr. Liu Lixian as an executive Director of the Bank. The qualification of each executive Director above is subject to approval by the CBRC, and his term of office will commence on the date when the respective approval of the CBRC is obtained.

The biographical details of Mr. Yi Huiman are set out below:

Mr. Yi Huiman, male, Chinese, born in December 1964.

Mr. Yi Huiman has served as Senior Executive Vice President of Industrial and Commercial Bank of China Limited since July 2008. He joined Industrial and Commercial Bank of China in 1985, and was appointed as member of the Senior Management of Industrial and Commercial Bank of China Limited in October 2005. He served in several positions at Industrial and Commercial Bank of China including Deputy Head of Zhejiang Branch, Deputy Head and Head of Jiangsu Branch, and Head of Beijing Branch. He is concurrently Chairman of Industrial and Commercial Bank of China (Malaysia) Berhad. He obtained a Master’s degree in Executive Business Administration from Guanghua School of Management of Peking University.

The biographical details of Mr. Luo Xi are set out below:

Mr. Luo Xi, male, Chinese, born in December 1960.

Mr. Luo Xi has served as Senior Executive Vice President of Industrial and Commercial Bank of China Limited since December 2009. He joined Agricultural Bank of China in December 1987, and was appointed as Assistant to President and General Manager of the International Department of Agricultural Bank of China in January 2002, Senior Executive Vice President of Agricultural Bank of China in March 2004, and Executive Director and Senior Executive Vice President of Agricultural Bank of China Limited in January 2009. He previously served several positions including Deputy Head of Hainan Branch, Deputy Head of Fujian Branch, General Manager of Assets Preservation Department, General Manager of Asset Risk Supervision Department and General Manager of International Department of Agricultural Bank of China. He is concurrently Chairman of ZAO

LETTER FROM THE BOARD

Industrial and Commercial Bank of China (Moscow) and Industrial and Commercial Bank of China (Canada), Vice Chairman of China Society of International Finance, Director of Consumer Protection Committee of China Banking Association, and member of the Foreign Policy Advisory Committee of the Ministry of Foreign Affairs. He graduated from the Graduate School of the People's Bank of China and received a Master's degree in Economics.

The biographical details of Mr. Liu Lixian are set out below:

Mr. Liu Lixian, male, Chinese, born in June 1954.

Mr. Liu Lixian has served as Secretary of Party Discipline Committee of Industrial and Commercial Bank of China Limited since October 2005. He was appointed as Executive Vice President of China Huarong Asset Management Corporation in September 2003, and joined Industrial and Commercial Bank of China in 2005. He previously served in several positions including Deputy Director-General of the Bribery and Corruption Inspection Department, Deputy Director-General of the General Bureau of Anti-bribery and Corruption, Director-General of the Inspection Technology Bureau, and Director-General of the Inspection Theory Research Institute of the Supreme People's Procuratorate. He graduated from Jilin University.

Except as stated above, none of Mr. Yi Huiman, Mr. Luo Xi and Mr. Liu Lixian has held any other directorships in any listed public companies in the last three years, and none of them has any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Bank, nor holds any interests in the shares of the Bank within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance.

According to the Articles, the term of each Director is three years and the Directors are eligible for re-election upon completion of their term.

Mr. Yi Huiman, Mr. Luo Xi and Mr. Liu Lixian, as executive Directors of the Bank, will not receive any Directors' fees and will only receive remuneration for being senior management of the Bank. Remuneration mentioned above includes basic salary, performance-linked salary and contribution by the employer to social insurance, housing allowance, annuities, and additional medical insurances. Each year the Compensation Committee of the Board will propose a remuneration calculation plan for Directors and supervisors of the Bank, which shall be submitted to the Board for consideration and is subject to approval by the shareholders' general meeting. Details of the remuneration of the Directors of the Bank are available in the Bank's annual report.

Save as disclosed herein, there are no other matters relating to the election of Mr. Yi Huiman, Mr. Luo Xi and Mr. Liu Lixian that need to be brought to the attention of the Shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

3 THE AGM

A supplemental proxy form in respect of the ordinary resolutions to consider and approve the aforementioned appointment of executive Directors of the Bank is enclosed with this supplemental circular. The proxy form issued by the Bank along with the circular of the Bank dated 23 April 2013 (the "**Original Proxy Form**") will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H share registrar of the Bank.

LETTER FROM THE BOARD

Shareholders are entitled to appoint one or more proxies to attend the AGM, but only one of the proxies can be designated to vote at the AGM. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Proxy Form and/or the supplemental proxy form are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the AGM.

Please refer to the Original Notice for details in respect of other resolutions to be passed at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members and other relevant matters. Please note that, “To listen to the 2012 Work Report of Independent Non-executive Directors of the Bank.” and “To listen to the Report on the Implementation of the Plan on Authorisation of the Shareholders’ General Meeting to the Board of Directors in 2012 of the Bank.”, which were original numbered 6 and 7, respectively, in the Original Notice, shall be numbered as item 9 and 10, respectively.

**The Board of Directors of
Industrial and Commercial Bank of China Limited**



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)

(Stock Code: 1398)

**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING
FOR THE YEAR 2012**

References are made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) and the notice of annual general meeting for the year 2012 of the Bank (the “**AGM**”) dated 23 April 2013 (the “**Original Notice**”), which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for shareholders' approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM, which will be held as originally scheduled at the Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong and at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC concurrently by video conference on Friday, 7 June 2013 at 9:30 a.m., will consider and, if thought fit, pass the following resolutions as ordinary resolutions, which were submitted to the Bank for consideration at the AGM for the year 2012 by Central Huijin Investment Ltd. (being a shareholder holding approximately 35.5% of the shares of the Bank) as entrusted by the Bank and in compliance with the laws and the articles of association of the Bank, in addition to the resolutions set out in the Original Notice:

As Ordinary Resolutions:

- 6 To consider and approve the appointment of Mr. Yi Huiman as an executive director of the Bank.
- 7 To consider and approve the appointment of Mr. Luo Xi as an executive director of the Bank.
- 8 To consider and approve the appointment of Mr. Liu Lixian as an executive director of the Bank.

**The Board of Directors of
Industrial and Commercial Bank of China Limited**

Beijing, the PRC
23 May 2013

Notes:

- (1) Details of the resolutions are set out in the supplemental circular of the Bank dated 23 May 2013 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice of AGM, capitalised terms used in this supplemental notice of AGM shall have the same meanings as those defined in the Supplemental Circular.
- (2) Please note — “To listen to the 2012 Work Report of Independent Non-executive Directors of the Bank.” and “To listen to the Report on the Implementation of the Plan on Authorisation of the Shareholders’ General Meeting to the Board of Directors in 2012 of the Bank.”, which were original numbered 6 and 7, respectively, in the Original Notice, shall be numbered as item 9 and 10, respectively.

SUPPLEMENTAL NOTICE OF AGM

- (3) A supplemental proxy form (the “**Supplemental Proxy Form**”) containing resolutions numbered 6 to 8 mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Bank along with the circular of the Bank dated 23 April 2013 (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H share registrar of the Bank.
- (4) If you intend to appoint a proxy to attend the AGM, you are requested to complete the accompanying Supplemental Proxy Form in accordance with the instructions printed thereon. To be valid, the Supplemental Proxy Form together with the power of attorney or other authorization document (if any) must be lodged at the H Share registrar of the Bank. The H Share registrar of the Bank is Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, by hand or by post not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be) by holders of H Shares. Completion and return of the Supplemental Proxy Form will not preclude you from attending and voting in person at the AGM or at any adjournment thereof should you so wish, but in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Shareholders are entitled to appoint one or more proxies to attend the AGM, but only one of proxies can be designated to vote at the AGM. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the AGM.
- (6) Please refer to the Original Notice for details in respect of other resolutions to be considered at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members and other relevant matters.