



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

As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing as executive director, Mr. HUAN Huiwu, Ms. WANG Xiaoya, Ms. GE Rongrong, Mr. LI Jun, Mr. WANG Xiaolan and Mr. YAO Zhongli as non-executive directors, Mr. XU Shanda, Mr. WONG Kwong Shing, Frank, Sir Malcom Christopher McCARTHY, Mr. Kenneth Patrick CHUNG, Mr. Or Ching Fai and Mr. Hong Yongmiao as independent non-executive directors.

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.
- (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.