

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**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)

**ELECTION OF EXECUTIVE DIRECTOR  
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
ELECTION OF NON-EXECUTIVE DIRECTORS  
ELECTION OF SUPERVISOR  
ADJUSTMENT TO THE VALID PERIOD OF THE ISSUE OF ELIGIBLE TIER-2  
CAPITAL INSTRUMENTS  
AND  
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2015**

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A notice convening the EGM to be held at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Friday, 23 January 2015 at 2:30 p.m., is set out on pages 9 to 10 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holder of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited by hand, by post or by fax not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Bank's Board of Directors' Office on or before Saturday, 3 January 2015.

The English and Chinese versions of the circular and the enclosed proxy form and reply slip are available on the Bank's website at [www.icbc-ltd.com](http://www.icbc-ltd.com) and the HKExnews' website of the Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk). You may download or access the aforesaid documents by clicking "Investor Relations" on the homepage of the Bank's website or browsing through the HKExnews website of the Hong Kong Exchanges and Clearing Limited. If there are any inconsistencies between the Chinese version and the English version of this circular, the Chinese version shall prevail.

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## DEFINITION

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

“A Shares”	domestic shares of RMB1.00 each in the ordinary share capital of the Bank, which are listed on the Shanghai Stock Exchange and traded in RMB
“H Shares”	overseas listed foreign shares of RMB1.00 each in the ordinary share capital of the Bank, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“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
“Company Law”	The Company Law of the People’s Republic of China
“Directors”	the directors of the Bank
“EGM”	the first extraordinary general meeting of 2015 of the Bank to be held on 23 January 2015
“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
“Huijin”	Central Huijin Investment Ltd.



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)

***Executive Directors:***

Mr. Jiang Jianqing (Chairman)  
Mr. Yi Huiman (Vice Chairman and President)  
Mr. Liu Lixian (Secretary of Party Discipline Committee)

***Registered Office:***

No. 55 Fuxingmennei Avenue  
Xicheng District, Beijing 100140  
PRC

***Non-executive Directors:***

Ms. Wang Xiaoya  
Ms. Ge Rongrong  
Mr. Li Jun  
Mr. Wang Xiaolan  
Mr. Fu Zhongjun

***Place of Business in Hong Kong:***

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

***Independent non-executive Directors:***

Mr. Wong Kwong Shing, Frank  
Sir Malcolm Christopher McCarthy  
Mr. Kenneth Patrick Chung  
Mr. Or Ching Fai  
Mr. Hong Yongmiao  
Mr. Yi Xiqun

9 December 2014

*To the Shareholders*

Dear Sir or Madam,

**ELECTION OF EXECUTIVE DIRECTOR  
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
ELECTION OF NON-EXECUTIVE DIRECTORS  
ELECTION OF SUPERVISOR  
ADJUSTMENT TO THE VALID PERIOD OF THE ISSUE OF ELIGIBLE TIER-2  
CAPITAL INSTRUMENTS  
AND  
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2015**

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## LETTER FROM THE BOARD

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### 1 INTRODUCTION

At the EGM, eight ordinary resolutions will be proposed for consideration and approval: (1) Proposal on Electing Mr. Jiang Jianqing as Executive Director of Industrial and Commercial Bank of China Limited, (2) Proposal on Electing Mr. Anthony Francis Neoh as Independent Non-executive Director of Industrial and Commercial Bank of China Limited, (3) Proposal on Electing Ms. Wang Xiaoya as Non-executive Director of Industrial and Commercial Bank of China Limited, (4) Proposal on Electing Ms. Ge Rongrong as Non-executive Director of Industrial and Commercial Bank of China Limited, (5) Proposal on Electing Mr. Zheng Fuqing as Non-executive Director of Industrial and Commercial Bank of China Limited, (6) Proposal on Electing Mr. Fei Zhoulin as Non-executive Director of Industrial and Commercial Bank of China Limited, (7) Proposal on Electing Mr. Cheng Fengchao as Non-executive Director of Industrial and Commercial Bank of China Limited, (8) Proposal on Electing Ms. Wang Chixi as Shareholder Supervisor of Industrial and Commercial Bank of China Limited. A special resolution will be proposed for consideration and approval: Proposal on the Adjustment to the Valid Period of the Issue of Eligible Tier-2 Capital Instruments.

The purpose of this circular is to send out the notice of the EGM and to provide you with information regarding the abovementioned proposals to be considered at the EGM.

### 2 ELECTION OF EXECUTIVE DIRECTOR

As the term of office of Mr. Jiang Jianqing, an executive director of the Board, expired in November 2014, according to the Company Law and relevant legal regulations and the relevant requirements of the Articles, Mr. Jiang Jianqing is eligible for re-election. The Board considered and approved the Proposal on Nomination of Mr. Jiang Jianqing as a Candidate of Executive Director of Industrial and Commercial Bank of China Limited at the board meeting of the Bank held on 8 December 2014, and nominated Mr. Jiang Jianqing as the candidate for re-election as executive Director.

An ordinary resolution will be proposed at the EGM to consider and approve the re-election of Mr. Jiang Jianqing as an executive Director, and his new term of office will commence on the date when the approval from the EGM is obtained.

The biographical details of Mr. Jiang Jianqing are set out below:

Jiang Jianqing, male, Chinese, born in February 1953. Mr. Jiang has served as Chairman of the Board of Directors and Executive Director of Industrial and Commercial Bank of China Limited since October 2005. He joined ICBC in 1984, and was appointed as President in February 2000. Mr. Jiang previously served in several positions including Deputy Head of ICBC Shanghai Branch, President of Shanghai Urban Cooperation Commercial Bank (now known as Bank of Shanghai), Head of ICBC Shanghai Branch and Senior Executive Vice President of ICBC. At present, he is concurrently Vice Chairman of China Society for Finance and Banking, and a tutor to PhD students of Shanghai Jiao Tong University. He graduated from Shanghai University of Finance and Economics and Shanghai Jiao Tong University, and received a Master's degree in Engineering and a Doctorate degree in Management from Shanghai Jiao Tong University.

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## LETTER FROM THE BOARD

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### 3 ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As the term of office of certain independent non-executive Director will expire, in order to ensure the smooth operation of the Board, according to the Company Law and relevant legal regulations and the relevant requirements of the Articles, the Board considered and approved the Proposal on Nomination of Mr. Anthony Francis Neoh as a Candidate of Independent Director of Industrial and Commercial Bank of China Limited at the board meeting of the Bank held on 8 December 2014, and nominated Mr. Anthony Francis Neoh as the candidate of independent non-executive Director.

An ordinary resolution will be proposed at the EGM to consider and approve the election of Mr. Anthony Francis Neoh as an independent non-executive Director. The qualification of Mr. Anthony Francis Neoh as independent non-executive Director is subject to approval by the CBRC after the Shanghai Stock Exchange reviews his qualification and confirms that it has no objection, and his term of office as the independent non-executive Director will commence on the date when the approval of the CBRC is obtained.

The biographical details of Mr. Anthony Francis Neoh are set out below:

Anthony Francis Neoh, male, Chinese (Hong Kong), born in November 1946. Mr. Anthony Francis Neoh currently serves as a member of the International Consultation Committee of the China Securities Regulatory Commission (the “CSRC”) and an Independent Non-executive Director of China Life Insurance Company Limited. He previously served as Chief Advisor to the CSRC, a member of the Basic Law Committee of the Hong Kong Special Administrative Region under the Standing Committee of the National People’s Congress of People’s Republic of China, and Chairman of the Hong Kong Securities and Futures Commission. From 1996 to 1998, he was Chairman of the Technical Committee of the International Organization of Securities Commissions. Mr. Anthony Francis Neoh was a Non-executive Director of Global Digital Creations Holdings Limited from November 2002 to December 2005, and an Independent Non-executive Director of the Link Management Limited, Manager of Link Real Estate Investment Trust from September 2004 to March 2006. He was an Independent Non-executive Director of China Shenhua Energy Company Limited from November 2004 to June 2010. He served as an Independent Non-executive Director of Bank of China Limited from August 2004 to September 2013. Mr. Anthony Francis Neoh was appointed as Queen’s Counsel (now retitled as Senior Counsel) in Hong Kong in 1990. He graduated from the University of London with a bachelor’s degree in Law in 1976. He is a barrister of England and Wales. He was admitted to the State Bar of California in 1984. In 2003, he was conferred the degree of Doctor of Laws, honor is cause by the Chinese University of Hong Kong. In 2013, he was conferred the degree of Doctor of Laws, honor is cause by the Open University of Hong Kong. He was elected Honorary Fellow of the Hong Kong Securities Institute and Academician of the International Euro-Asian Academy of Sciences in 2009.

### 4 ELECTION OF NON-EXECUTIVE DIRECTORS

As the terms of office of Ms. Wang Xiaoya and Ms. Ge Rongrong (non-executive Directors of the Board) will expire in January 2015, according to the Company Law and relevant legal regulations and the relevant requirements of the Articles, the Board considered and approved the Proposal on Nomination of Ms. Wang Xiaoya as a Candidate of Non-executive Director of Industrial and Commercial Bank of China Limited and the Proposal on Nomination of Ms. Ge Rongrong as a Candidate of Non-executive Director of Industrial and Commercial Bank of China Limited at the board meeting of the Bank held on 8 December 2014, and nominated Ms. Wang Xiaoya and Ms. Ge Rongrong as candidates for re-election as non-executive Directors.

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## LETTER FROM THE BOARD

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Ordinary resolutions will be proposed at the EGM to consider and approve the re-election of Ms. Wang Xiaoya and Ms. Ge Rongrong as non-executive Directors. Their new terms of office will commence when the approval from the EGM is obtained.

The biographical details of Ms. Wang Xiaoya are set out below:

Wang Xiaoya, female, Chinese, born in November 1964. Ms. Wang has served as Non-executive Director of Industrial and Commercial Bank of China Limited since January 2012. She joined Central Huijin Investment Ltd. in 2012. She previously taught at Central China Normal University where she served as Assistant Lecturer and Lecturer. She joined the Research Bureau of the People's Bank of China in 1997 where she served as Deputy Chief of division, Chief of division and Deputy Director and served as Deputy Mayor of Tongliao City in Inner Mongolia Autonomous Region at the same time. Ms. Wang graduated from the Graduate School of Chinese Academy of Social Sciences and received a Doctorate degree in Economics. Ms. Wang also received a Bachelor of Law degree and a Master of Economics degree from the Political and Education Faculty and Economics Faculty of Central China Normal University. Ms. Wang Xiaoya is a researcher and is currently a Member of the Post-Doctoral Academic Committee and a Post-Doctoral Co-mentor at the People's Bank of China Research Institute of Finance.

The biographical details of Ms. Ge Rongrong are set out below:

Ge Rongrong, female, Chinese, born in January 1968. Ms. Ge has served as Non-executive Director of Industrial and Commercial Bank of China Limited since January 2012. She has worked at Huijin since 2005 and had served as Deputy Officer and Officer of the Construction Bank Share Management Division of the Banking Department at Huijin and an Employee Supervisor of Huijin. Ms. Ge previously served as Lecturer at the Economics Management College of Beijing University of Industry in 1994, and subsequently served as Assistant Researcher at China Eagle Securities Company and staff member of the Department of Public Offering and Supervision at China Securities Regulatory Commission. Ms. Ge graduated from China University of Technology and received a Doctorate degree in Management. Ms. Ge also received a Bachelor's degree in Engineering from Zhejiang University and a Master's degree in Economics from Beijing Normal University. She is a senior economist.

Due to recent resignations of certain non-executive Directors, in order to ensure the smooth operation of the Board, according to the Company Law and relevant legal regulations and the relevant requirements of the Articles, the Board considered and approved the Proposal on Nomination of Mr. Zheng Fuqing as a Candidate of Non-executive Director of Industrial and Commercial Bank of China Limited, the Proposal on Nomination of Mr. Fei Zhoulin as a Candidate of Non-executive Director of Industrial and Commercial Bank of China Limited and the Proposal on Nomination of Mr. Cheng Fengchao as a Candidate of Non-executive Director of Industrial and Commercial Bank of China Limited, at the board meeting of the Bank held on 8 December 2014, and nominated Mr. Zheng Fuqing, Mr. Fei Zhoulin and Mr. Cheng Fengchao as the candidates for non-executive Directors.

Ordinary resolutions will be proposed at the EGM to consider and approve the election of Mr. Zheng Fuqing, Mr. Fei Zhoulin and Mr. Cheng Fengchao as non-executive Directors. The qualifications of Mr. Zheng Fuqing, Mr. Fei Zhoulin and Mr. Cheng Fengchao as non-executive Directors are subject to approval by the CBRC, and their terms of office as non-executive Directors will commence on the date when the approval of the CBRC is obtained.



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## LETTER FROM THE BOARD

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The biographical details of Mr. Zheng Fuqing are set out below:

Zheng Fuqing, male, Chinese, born in August 1963. Mr. Zheng served as the Deputy Director of the Finance Division of Shanxi Institute of Occupational Disease Prevention and Control, leader of the Administrative Team of the Central Unit Division of the Department of Finance of Shanxi Province commissioned by the Ministry of Finance, the Chief Staff Member, Deputy Director and Director of the General Office of the Commissioners' Office in Shanxi Province commissioned by the Ministry of Finance, a Party Member, Assistant to Commissioner and Deputy Inspector of the Party Group of the Commissioners' Office in Shanxi Province commissioned by the Ministry of Finance. Mr. Zheng graduated from the Graduate School of the Party School of the Central Committee of the Communist Party of China with a major in legal theory. He is also an economist.

The biographical details of Mr. Fei Zhoulin are set out below:

Fei Zhoulin, male, Chinese, born in October 1958. Mr. Fei served as the Vice Director of General Office of, Director of Second Operation Office of the Commissioners' Office in Shaanxi Province commissioned by the Ministry of Finance, a Party Member, Assistant to the Commissioner and Deputy Ombudsman of the Party Group of the Commissioners' Office in Shaanxi Province commissioned by the Ministry of Finance. He is the Party Secretary and the Ombudsman of the Party Group of the Commissioners' Office in Ningxia commissioned by the Ministry of Finance. He graduated from the School of Correspondence of the Party School of the Central Committee of the Communist Party of China with a major in economic management.

The biographical details of Mr. Cheng Fengchao are set out below:

Cheng Fengchao, male, Chinese, born in June 1959. Mr. Cheng now works with Central Huijin Investment Ltd. and has served as Non-executive Director of the Agricultural Bank of China since January 2009 (whose term of office will end in January 2015). Mr. Cheng previously served successively as Vice Director General, Bureau of Finance of Pingquan County, Hebei Province; Vice Director, Administrative Office of the Department of Finance of Hebei Province; Head of Hebei Accounting Firm; Vice President and Secretary-General, Hebei Association of Certified Public Accountants; and Deputy General Manager, Shijiazhuang Office of China Great Wall Asset Management Corporation. Mr. Cheng was appointed as General Manager, Valuation Management Department, China Great Wall Asset Management Corporation in January 2001; General Manager, Tianjin Office of China Great Wall Asset Management Corporation in January 2006; and General Manager, Development Research Department, China Great Wall Asset Management Corporation in August 2008. Mr. Cheng is now also serving as a guest professor of Peking University HSBC Business School, PhD supervisor of Hunan University, Master supervisor of Graduate School of the Chinese Academy of Social Sciences, Central University of Finance and Economics and Capital University of Economics and Business, and is a member of the Expert Advisory Committee for Mergers, Acquisitions and Restructurings of the CSRC. Mr. Cheng received a PhD in management from Hunan University and is a Senior Accountant, a China Certified Public Accountant and a China Certified Asset Appraiser.

Save as disclosed above, each of Mr. Jiang Jianqing, Mr. Anthony Francis Neoh, Ms. Wang Xiaoya, Ms. Ge Rongrong, Mr. Zheng Fuqing, Mr. Fei Zhoulin and Mr. Cheng Fengchao, has not held any other directorships in any listed public companies and other position in the Bank or the subsidiaries of the Bank in the last three years, and does not have 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.



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## LETTER FROM THE BOARD

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According to the Articles, the term of office of each director is three years. The remuneration of the executive Directors and independent non-executive Directors shall follow the relevant regulations. The remuneration plan will be considered by the compensation committee of the Board and subsequently considered and approved by the Board, and will be submitted to the shareholders' general meeting for consideration and approval. Non-executive Directors (excluding independent non-executive Directors), will not receive remuneration from the Bank. The details of the remuneration of the Directors are available in the Bank's annual reports.

Save as disclosed herein, there are no other matters relating to the election of Mr. Jiang Jianqing, Mr. Anthony Francis Neoh, Ms. Wang Xiaoya, Ms. Ge Rongrong, Mr. Zheng Fuqing, Mr. Fei Zhoulin and Mr. Cheng Fengchao, that need to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

### 5 ELECTION OF SUPERVISOR

According to relevant requirements of the Articles, the term of office of each supervisor is three years, and supervisors are eligible for re-election. As the term of office of Ms. Wang Chixi (a supervisor of the Bank) expired in November 2014, the board of supervisors of the Bank considered and approved the Proposal on Nomination of Ms. Wang Chixi as a Candidate of Shareholder Supervisor of Industrial and Commercial Bank of China Limited at the meeting of the board of supervisors held on 28 August 2014, and nominated Ms. Wang Chixi as the candidate of the Shareholder supervisor of the Bank. An ordinary resolution will be proposed at the EGM to consider and approve the election of Ms. Wang Chixi as a Shareholder supervisor of the Bank, and her new term of office will commence when the approval from the EGM is obtained.

The biographical details of Ms. Wang Chixi are set out below:

Wang Chixi, female, Chinese, aged 59. Ms. Wang Chixi has served as Supervisor of Industrial and Commercial Bank of China Limited since October 2005. In 2003, she was appointed as full-time Supervisor (at the rank of Director-General) and General Manager of the Supervisory Board Office of the Bank as designated by the State Council. She joined the Bank in 2005. She had taken several positions including Deputy Director-General of the Financial Audit Department of the National Audit Office, Deputy Director-General of the Agricultural, Forestry and Sea Products Audit Bureau of the National Audit Office and was appointed as full-time Supervisor (at the rank of Director-General) and General Manager of the Board of Supervisors' Office of Agricultural Bank of China as designated by the State Council. She graduated from Shenyang Agricultural College, and is a PRC Certified Public Accountant (as a non-practising member).

Save as disclosed above, Ms. Wang Chixi has not held any other directorships in any listed companies and other position in the Bank or the subsidiaries of the Bank in the last three years. Furthermore, Ms. Wang Chixi does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders 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 of the Bank, the term of each supervisor is three years and supervisors are eligible for re-election upon expiry of their terms. The remuneration of the Shareholder supervisor shall follow the relevant regulations. The remuneration plan will be submitted to the shareholders' general meeting for consideration and approval after being considered according to relevant procedures. Details of the remuneration of the supervisors of the Bank are available in the Bank's annual reports.

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## LETTER FROM THE BOARD

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Save as disclosed herein, there are no other matters relating to the election of Ms. Wang Chixi that need to be brought to the attention of the shareholders of the Bank nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### **6 ADJUSTMENT TO THE VALID PERIOD OF THE ISSUE OF ELIGIBLE TIER-2 CAPITAL INSTRUMENTS**

The Proposal on the Issue of Eligible Tier-2 Capital Instruments with Write-down Feature up to RMB60 billion Equivalent by the End of 2014 was considered and approved at the shareholders' general meeting of the Bank held on 20 March 2013. Pursuant to the authorization and capital replenishment plan, the Bank has completed the issue of RMB20 billion Tier-2 Capital Instruments on August 2014. In order to ensure the smooth issuance of preference share, the Bank slowed down the remaining RMB40 billion of the issuance progress of the Tier-2 Capital Instruments, the authorization for which will be valid till 31 December 2014.

In order to improve the capital structure of the Bank and to ensure the capital replenishment plan would be seamlessly implemented, the Board hereby proposes to the EGM for consideration the extension of the valid period of the authorization under the Proposal on the Issue of Eligible Tier-2 Capital Instruments with Write-down Feature up to RMB60 billion Equivalent by the End of 2014 considered and approved at 20 March 2013 to 31 December 2015.

This proposal shall be approved as a special resolution.

### **7 THE EGM**

A notice convening the EGM to be held at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Friday, 23 January 2015 at 2:30 p.m., is set out on pages 9 to 10 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holder of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited by hand, by post or by fax not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Bank's Board of Directors' Office on or before Saturday, 3 January 2015.

### **8 RECOMMENDATION**

The Board considers that the each of the above proposals is in the best interests of the Bank and its Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions which will be proposed at the EGM.

**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)

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2015**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of 2015 (the “EGM”) of Industrial and Commercial Bank of China Limited (the “Bank”) will be held at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Friday, 23 January 2015 at 2:30 p.m. to consider and, if thought fit, to pass the following resolutions:

**As Ordinary Resolutions:**

- 1 To consider and approve the election of Mr. Jiang Jianqing as an executive director of the Bank.
- 2 To consider and approve the election of Mr. Anthony Francis Neoh as an independent non-executive director of the Bank.
- 3 To consider and approve the election of Ms. Wang Xiaoya as a non-executive director of the Bank.
- 4 To consider and approve the election of Ms. Ge Rongrong as a non-executive director of the Bank.
- 5 To consider and approve the election of Mr. Zheng Fuqing as a non-executive director of the Bank.
- 6 To consider and approve the election of Mr. Fei Zhoulin as a non-executive director of the Bank.
- 7 To consider and approve the election of Mr. Cheng Fengchao as a non-executive director of the Bank.
- 8 To consider and approve the election of Ms. Wang Chixi as a shareholder supervisor of the Bank.

**As Special Resolution:**

- 9 To consider and approve the Adjustment to the Valid Period of the Issue of Eligible Tier-2 Capital Instruments

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

Beijing, the PRC  
9 December 2014

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## NOTICE OF EGM

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*Notes:*

**(1) Closure of register of members and eligibility for attending the EGM**

Holders of H shares of the Bank (the “**H Shares**”) are advised that the register of members will be closed from Wednesday, 24 December 2014 to Friday, 23 January 2015 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Bank maintained in Hong Kong at the close of business on Tuesday, 23 December 2014 are entitled to attend the EGM.

Holders of H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Rooms 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Tuesday, 23 December 2014.

**(2) Proxy**

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Bank.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.

To be valid, the proxy form together with the power of attorney or other authorisation document (if any) must be lodged at the H Share registrar of the Bank by hand, by post or by fax not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be) by holders of H Shares. 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 (Tel: (852) 2862 8555), Fax (852) 2865 0990). Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the EGM if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

**(3) Reply Slip**

Shareholders who intend to attend the EGM in person or by proxy should return the reply slip by hand, by post or by fax to the Bank’s Board of Directors’ Office or Computershare Hong Kong Investor Services Limited on or before Saturday, 3 January 2015. The Bank’s Board of Directors’ Office is located at No. 55 Fuxingmennei Avenue, Xicheng District, Beijing 100140, PRC (Tel: (86 10) 8101 1187, Fax: (86 10) 6610 6139). The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

**(4) Other issues**

The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identification documents.

The EGM starts at 2:30 p.m.. Registration for admission to the EGM will take place from 1:30 p.m. to 2:30 p.m..