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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)

## **NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2014**

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting of 2014 (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, 19 September 2014 at 2:30 p.m., to consider and, if thought fit, to pass the following resolutions:

### **As Special Resolutions:**

- 1 To consider and approve the Proposal in respect of General Mandate to Issue Shares by Industrial and Commercial Bank of China Limited, details of which are as follows:
  - (1) subject to paragraph (3) below, the board of directors of the Bank (the “**Board**”) be and is hereby unconditionally given approval to exercise, during the Relevant Period (as defined below), all powers of the Bank to separately or concurrently authorise, issue and deal with the newly issued A shares, H shares and preference shares of the Bank (collectively, the “**Shares**”);
  - (2) subject to the approval under paragraph (1) above and subject to paragraph (3) below, the Board be and is hereby authorised to enter into or grant, during the Relevant Period (as defined below), offers, agreements and/or options (including warrants, convertible bonds, preference shares that can be convertible into A shares and/or H shares and any other securities carrying rights of subscription for or conversion into Shares) which require or may require Shares to be allotted and issued during or after the expiry of the Relevant Period, and to authorise, issue and deal with the Shares that are required or may be required to be allotted and issued under such offers, agreements and options;

(3) the respective aggregate amounts of A shares, H shares and/or preference shares (calculated based on the number of A shares and/or H shares to be fully converted from preference shares at the mandatory conversion price) authorised, issued and dealt with by the Board, and offers, agreements and/or options (including warrants, convertible bonds that can be convertible into A shares and/or H shares and any other securities carrying rights of subscription for or conversion into Shares), in each case, calculated based on the number of A shares and/or H shares to be issued or fully converted from such securities, entered into or granted by the Board, in accordance with the approvals granted under paragraphs (1) and (2) above shall not exceed 20% of the respective amounts of existing A shares and/or H shares as at the date of the passing of this special resolution;

(4) for the purpose of this special resolution,

**“Relevant Period”** means the period from the date of passing this special resolution until the earliest of:

(i) the conclusion of the next annual general meeting of the Bank;

(ii) the expiration of the 12-month period from the date of passing of this special resolution; and

(iii) the date on which the authority granted to the Board set out in this special resolution is revoked or varied by a special resolution of the shareholders in a shareholders’ general meeting;

(5) the Board be and is hereby authorised to deal with matters relating to the change in the registered capital of the Bank to reflect the number of Shares to be issued by the Bank pursuant to this special resolution, to make such appropriate and necessary amendments to the provisions of the articles of association of the Bank (the **“Articles”**) relating to the shareholding structure after the issuance of Shares and the registered capital (if applicable) as they think fit and necessary and to take any other action and complete any formality required to effect the issuance of Shares pursuant to this proposal.

To enhance decision making efficiency and ensure successful issuance, the Board may delegate to the Chairman, Vice-Chairman or President of the Bank the full power to, jointly or individually, deal with all matters relating to the issuance of Shares.

2 To consider and individually approve each of the following items of the Proposal in respect of Issuance of Offshore Preference Shares by Industrial and Commercial Bank of China Limited:

(1) Type of preference shares to be issued

(2) Issue size

(3) Method of issuance

- (4) Par value and issue price
  - (5) Maturity
  - (6) Target investors
  - (7) Lock-up period
  - (8) Terms of distribution of dividends
  - (9) Terms of mandatory conversion
  - (10) Terms of conditional redemption
  - (11) Restrictions on voting rights
  - (12) Restoration of voting rights
  - (13) Order of distribution of residual assets and basis for liquidation
  - (14) Rating
  - (15) Security
  - (16) Use of proceeds from the issuance of the offshore preference shares
  - (17) Transfer
  - (18) Relationship between offshore and domestic issuance
  - (19) The validity period of the resolution in respect of the issuance of the offshore preference shares
  - (20) The application and approval procedures to be completed for the issuance
  - (21) Matters relating to authorisation
- 3 To consider and individually approve each of the following items of the Proposal in respect of Issuance of Domestic Preference Shares by Industrial and Commercial Bank of China Limited:
- (1) Type of preference shares to be issued
  - (2) Number of preference shares to be issued and issue size
  - (3) Method of issuance

- (4) Par value and issue price
  - (5) Maturity
  - (6) Target investors
  - (7) Lock-up period
  - (8) Terms of distribution of dividends
  - (9) Terms of mandatory conversion
  - (10) Terms of conditional redemption
  - (11) Restrictions on voting rights
  - (12) Restoration of voting rights
  - (13) Order of distribution of residual assets and basis for liquidation
  - (14) Rating
  - (15) Security
  - (16) Use of proceeds from the issuance of the domestic preference shares
  - (17) Transfer
  - (18) Relationship between domestic and offshore issuance
  - (19) The validity period of the resolution in respect of the issuance of the domestic preference shares
  - (20) The application and approval procedures to be completed for the issuance
  - (21) Matters relating to authorisation
- 4 To consider and approve the Proposal on Amendments to the Articles of Association of Industrial and Commercial Bank of China Limited.

## **As Ordinary Resolutions:**

- 5 To consider and approve the Proposal in respect of Capital Planning for 2015 to 2017 of Industrial and Commercial Bank of China.
- 6 To consider and approve the Proposal in respect of the Impact on Main Financial Indicators from Dilution of Current Returns by Issuance of Preference Shares and the Remedial Measures to be Adopted by Industrial and Commercial Bank of China Limited.
- 7 To consider and approve the Proposal in respect of Formulation of Shareholder Return Plan for 2014 to 2016 of Industrial and Commercial Bank of China.
- 8 To consider and approve the Proposal in respect of Payment of Remuneration to Directors and Supervisors for 2013.

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

Beijing, the PRC  
5 August 2014

*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, 20 August 2014 to Friday, 19 September 2014 (both days inclusive). Holders of H Shares of the Bank whose names appear on the register of members of the Bank maintained in Hong Kong at the close of business on Tuesday, 19 August 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, 19 August 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, 30 August 2014. 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..

*As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YI Huiman and Mr. LIU Lixian as executive directors, Ms. WANG Xiaoya, Ms. GE Rongrong, Mr. LI Jun, Mr. WANG Xiaolan, Mr. YAO Zhongli and Mr. FU Zhongjun as non-executive directors, Mr. WONG Kwong Shing, Frank, Sir Malcolm Christopher McCARTHY, Mr. Kenneth Patrick CHUNG, Mr. OR Ching Fai, Mr. HONG Yongmiao and Mr. YI Xiqun as independent non-executive directors.*