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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)

**PROPOSAL ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF
INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED
PROPOSAL ON 2012–2014 CAPITAL PLANNING OF INDUSTRIAL AND
COMMERCIAL BANK OF CHINA
PROPOSAL ON THE ENGAGEMENT OF AUDITORS FOR 2013
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2012**

A notice convening the EGM to be held at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Friday, 2 November 2012 at 9:30 a.m., is set out on pages 24 to 25 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 or by post 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, 13 October 2012.

14 September 2012

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DEFINITIONS

In this circular, unless the context otherwise requires, 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
“Articles”	the articles of association of the Bank from time to time
“Board”	the board of directors of the Bank
“Directors”	the directors of the Bank
“EGM”	the second extraordinary general meeting of 2012 of the Bank to be convened on 2 November 2012
“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
“Industrial and Commercial Bank of China” or “Bank”	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 and 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
“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



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
Mr. Yang Kaisheng
Ms. Wang Lili
Mr. Li Xiaopeng

Non-executive Directors:

Mr. Huan Huiwu
Ms. Wang Xiaoya
Ms. Ge Rongrong
Mr. Li Jun
Mr. Wang Xiaolan
Mr. Yao Zhongli

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

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

14 September 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSAL ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF
INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED
PROPOSAL ON 2012–2014 CAPITAL PLANNING OF INDUSTRIAL AND
COMMERCIAL BANK OF CHINA
PROPOSAL ON THE ENGAGEMENT OF AUDITORS FOR 2013
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2012**

1 INTRODUCTION

At the EGM, a special resolution will be proposed to consider and approve the proposal on amendments to the Articles of Association of Industrial and Commercial Bank of China Limited. Two ordinary resolutions will also be proposed to consider and approve the proposal on 2012–2014 Capital Planning of Industrial and Commercial Bank of China and the proposal on the engagement of auditors for 2013.

LETTER FROM THE BOARD

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

2 PROPOSAL ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED

Pursuant to the Notice on Further Improvement of Cash Dividend-Related Matters by List Companies (J.ZH.G.S.F. [2012] No.101) issued by the Beijing Bureau of the China Securities Regulatory Commission, listed companies shall complete the amendments to clauses relating to the cash dividend policy in their articles of association, further enhance the awareness of repaying shareholders, and specify the cash dividend-related policies, conditions, forms as well as proportions in the articles of association. In accordance with the above requirements and in consideration of specific changes in some regulatory requirements set by the Hong Kong Stock Exchange recently as well as the Bank's actual situation, the Bank has made corresponding amendments to the Articles of Association of Industrial and Commercial Bank of China Limited. A special resolution will be proposed to consider and approve such amendments at the EGM and at the same time resolutions will be proposed at the EGM to authorize the Chairman and the President to make further adjustments or amendments according to the regulators' recommendations on amendments.

The amendments involve 10 clauses under the Articles, including 1 clause relating to cash dividends; 4 clauses relating to changes in the Listing Rules and Corporate Governance Code set by the Hong Kong Stock Exchange; and 5 clauses relating to the actual changes in the Bank's share capital and registered capital. The number of chapters and articles in the amended Articles remains unchanged.

It should be noted that the amendments to the Articles, upon approval by the Shareholders at the EGM, are still subject to approval by the China Banking Regulatory Commission. Details of the proposed amendments to the Articles are set out in Appendix I to this circular.

3 PROPOSAL ON 2012–2014 CAPITAL PLANNING OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA

The Bank has further revised and formulated the 2012–2014 Capital Planning of Industrial and Commercial Bank of China (the “**Capital Planning**”) in a move to meet relevant requirements of the Regulation Governing Capital of Commercial Banks (Provisional) published by the China Banking Regulatory Commission of the PRC, comply with the requirement for the capital adequacy ratio, continuously meet regulatory requirements, further enhance the Bank's capital quality, and improve the capital replenishing and constraint mechanism. The Capital Planning is set out in Appendix II to this circular.

4 PROPOSAL ON THE ENGAGEMENT OF AUDITORS FOR 2013

According to relevant regulations, the Bank initiated the engagement of auditors for 2013. The Board proposes that the Bank appoint KPMG Huazhen as external auditors of the Bank for 2013 to provide the Bank with audit services including 2013 annual audit, interim review and agreed-upon procedures for quarterly financial information of the Bank's consolidated financial statements and its parent company's financial statements as well as the Group's internal control audit services for the year ended 31 December 2013 and other professional services according to the regulatory requirements and the Bank's actual business development needs. The Bank will pay KPMG Huazhen audit expenses

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of RMB133.6 million for 2013, among which RMB77.51 million will be paid for annual audit, RMB35.48 million for interim review, RMB4.64 million each for agreed-upon procedures of financial information of the first and third quarters and RMB11.33 million for internal control audit.

The current external auditors of the Bank, Ernst & Young and Ernst & Young Hua Ming, will continue to provide relevant services to the Bank as external auditors of the Bank for 2012, including 2012 annual audit and agreed-upon procedures of financial information of the Bank's consolidated financial statements and its parent company's financial statements for the third quarter of 2012 as well as the Group's internal control audit for the year ended 31 December 2012. Ernst & Young and Ernst & Young Hua Ming have respectively confirmed to the Bank that there was no matter regarding their non-re-engagement as external auditors of the Bank that should be brought to the attention of the holders of securities of the Bank. Save as disclosed in the circular, the Bank was not aware of any matter that should be brought to the attention of the holders of securities of the Bank.

Note: According to the Notice on the Sino-foreign Joint Venture Accounting Firms Localisation Transformation Programme issued by the Ministry of Finance, State Administration for Industry and Commerce, Ministry of Commerce, State Administration of Foreign Exchange and China Securities Regulatory Commission (Cai Kuai [2012] No.8), KPMG Huazhen and Ernst & Young Hua Ming have initiated the transformation procedures. The Ministry of Finance has approved the transformation of KPMG Huazhen and Ernst & Young Hua Ming to a special general partnership accounting firm on 5 July 2012 and 31 July 2012, respectively. After the transformation, KPMG Huazhen (Special General Partnership) and Ernst & Young Hua Ming (Limited Liability Partnership) commenced operation on 1 August 2012 and 1 September 2012, respectively. The term of operation and business performance prior to the transformation can be calculated continuously, practice qualification (including the qualification for securities and futures business) prior to the transformation shall be extended correspondingly, and any administrative liability that may result from practice quality prior to the transformation shall be assumed by the accounting firm (in the form of special general partnership) after the transformation.

5 THE EGM

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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, 13 October 2012.

LETTER FROM THE BOARD

6 RECOMMENDATION

The Board considers that (i) the proposal on amendments to the Articles of Association of Industrial and Commercial Bank of China Limited; (ii) the proposal on 2012–2014 Capital Planning of Industrial and Commercial Bank of China; and (iii) the proposal on the engagement of auditors for 2013 are 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**

The Articles of Association of Industrial and Commercial Bank of China Limited is written in Chinese with no official English translation. Therefore, the English translation is for reference only, in case of any discrepancy between the two versions, the Chinese version shall prevail. Details of and reasons for the proposed amendments to the Articles are as follows:

COMPARISON TABLE OF THE PROPOSED AMENDMENTS TO THE ARTICLES

No.	Clause	Original statement	Recommended amendments	Reason for amendments (legal basis)
1	Article 19	Upon the approval of the authorities authorized by the State Council, the total amount of ordinary shares that the Bank may issue is 349,018,545,827 . The number of shares issued to the promoters when the Bank was being restructured and incorporated as a joint stock limited company is 248,000,000,000 shares, representing 71.06% of the total ordinary shares that the Bank may issue.	Upon the approval of the authorities authorized by the State Council, as at 30 June 2012 , the total amount of ordinary shares that the Bank may issue is 349,321,234,595 . The number of shares issued to the promoters when the Bank was being restructured and incorporated as a joint stock limited company is 248,000,000,000 shares, representing 70.99% of the total ordinary shares that the Bank may issue.	Based on conversion of convertible bonds to share capital.
2	Article 20	<p>After being restructured and incorporated as a joint stock limited company, and upon the completion of the initial public issuance of domestic listed shares and overseas listed shares, the Bank shall issue 86,018,850,026 ordinary shares, including 71,068,850,026 overseas listed shares, representing 21.28% of the total ordinary shares that the Bank may issue, and the Bank shall issue 14,950,000,000 domestic listed shares to the public.</p> <p>In 2010, the Bank publicly issued convertible corporate bonds with a total nominal value of RMB25,000,000,000 in aggregate and a term of 6 years. The holders of the convertible corporate bonds may exercise the conversion right according to the terms of the convertible corporate bonds during the period commencing from 1 March 2011 and ending on 31 August 2016.</p>	<p>After being restructured and incorporated as a joint stock limited company, and upon the completion of the initial public issuance of domestic listed shares and overseas listed shares, the Bank shall issue 86,018,850,026 ordinary shares, including 71,068,850,026 overseas listed shares, representing 21.28% of the total ordinary shares that the Bank may issue, and the Bank shall issue 14,950,000,000 domestic listed shares to the public.</p> <p>In 2010, the Bank publicly issued convertible corporate bonds with a total nominal value of RMB25,000,000,000 in aggregate and a term of 6 years. The holders of the convertible corporate bonds may exercise the conversion right according to the terms of the convertible corporate bonds during the period commencing from 1 March 2011 and ending on 31 August 2016.</p>	Based on conversion of convertible bonds to share capital.

No.	Clause	Original statement	Recommended amendments	Reason for amendments (legal basis)
		<p>In 2010, the Bank issued 14,999,695,801 ordinary shares, including 11,262,153,213 domestic listed shares and 3,737,542,588 overseas listed shares, pursuant to the rights issue.</p> <p><u>As at 28 December 2010, the composition of the Bank's share capital shall be: 349,018,545,827 ordinary shares, of which the promoter Ministry of Finance of the People's Republic of China shall hold 123,316,451,864 domestic listed shares, the promoter Central Huijin Investment Ltd. shall hold 123,641,072,864 domestic listed shares, other shareholders of domestic listed shares shall hold 15,266,976,549 shares, and the shareholders of overseas listed shares shall hold 86,794,044,550 shares.</u></p>	<p>In 2010, the Bank issued 14,999,695,801 ordinary shares, including 11,262,153,213 domestic listed shares and 3,737,542,588 overseas listed shares, pursuant to the rights issue.</p> <p><u>As at 30 June 2012, the composition of the Bank's share capital shall be: 349,321,234,595 ordinary shares, of which the promoter Ministry of Finance of the People's Republic of China shall hold 123,316,451,864 domestic listed shares, the promoter Central Huijin Investment Ltd. shall hold 123,751,449,674 domestic listed shares, other shareholders of domestic listed shares shall hold 15,459,288,507 shares, and the shareholders of overseas listed shares shall hold 86,794,044,550 shares.</u></p>	
3	Article 24	The registered capital of the Bank shall be <u>RMB349,018,545,827.</u>	The registered capital of the Bank shall be <u>RMB349,321,234,595.</u>	Based on conversion of convertible bonds to share capital.
4	Article 132	The Bank shall establish a board of directors, which shall be responsible to the general meeting of shareholders. The board of directors shall be composed of five (5) to seventeen (17) directors. The number of directors shall be decided by the general meeting of shareholders, among whom <u>the independent directors shall be no less than three (3),</u> and the directorship held by senior management personnel shall not exceed one third (1/3) of the total number of the directors.	The Bank shall establish a board of directors, which shall be responsible to the general meeting of shareholders. The board of directors shall be composed of five (5) to seventeen (17) directors. The number of directors shall be decided by the general meeting of shareholders, among whom <u>the independent directors shall be no less than three (3) and no less than one third (1/3) of the total number of directors of the board of directors,</u> and the directorship held by senior management personnel shall not exceed one third (1/3) of the total number of the directors.	According to Rule 3.10A of the Listing Rules and Article 1.3 of the <i>Guidelines for Establishing Regulations Governing Independent Directors of Listed Companies.</i>

No.	Clause	Original statement	Recommended amendments	Reason for amendments (legal basis)
5	Article 135	<p>The board of directors shall exercise the following functions and powers:</p> <p>(1) being responsible for convening the general meeting of shareholders and reporting its work to the general meeting of shareholders;</p> <p>(2) implementing the resolutions of the general meeting of Shareholders;</p> <p>(3) deciding on the business plan, investment proposal and development strategies of the Bank;</p> <p>(4) formulating the annual financial budget and final accounts of the Bank;</p> <p>(5) formulating plans for profit distribution and loss make-up of the Bank;</p> <p>(6) formulating plans for the increase or decrease of the Bank's registered capital;</p> <p>(7) formulating plans for merger, division, dissolution and change of corporate form;</p> <p>(8) formulating plans for issuance of corporate bonds or other securities and public listing;</p> <p>(9) formulating plans for repurchase of the shares of the Bank;</p> <p>(10) drafting an amendment to the Articles;</p>	<p>The board of directors shall exercise the following functions and powers:</p> <p>(1) being responsible for convening the general meeting of shareholders and reporting its work to the general meeting of shareholders;</p> <p>(2) implementing the resolutions of the general meeting of Shareholders;</p> <p>(3) deciding on the business plan, investment proposal and development strategies of the Bank;</p> <p>(4) formulating the annual financial budget and final accounts of the Bank;</p> <p>(5) formulating plans for profit distribution and loss make-up of the Bank;</p> <p>(6) formulating plans for the increase or decrease of the Bank's registered capital;</p> <p>(7) formulating plans for merger, division, dissolution and change of corporate form;</p> <p>(8) formulating plans for issuance of corporate bonds or other securities and public listing;</p> <p>(9) formulating plans for repurchase of the shares of the Bank;</p> <p>(10) drafting an amendment to the Articles;</p>	<p>1. There is no mandatory requirements on the right to nominate chairmen and members of special committees of the Board in the relevant laws and regulations.</p> <p>2. According to the Articles, those who have the right to put forward proposals to the Board shall have the right to nominate.</p>

No.	Clause	Original statement	Recommended amendments	Reason for amendments (legal basis)
		<p>(11) approving issues regarding the establishment of legal persons, material merger and acquisition, material investment, material assets disposal, material guarantee and so on, according to the scope of authorization by the general meeting of shareholders;</p> <p>(12) engaging or dismissing president and the secretary of the board of directors and deciding on their compensation, bonus and penalty issues; appointing chairmen and members of special committees according to the nomination of the nomination committee;</p> <p>(13) engaging or dismissing vice president and other senior management personnel (except the secretary of the board of directors) who shall be engaged or dismissed by the board of directors under relevant laws according to the nomination of the president and deciding on their compensation, bonus and penalty issues;</p> <p>(14) formulating basic management systems of the Bank such as risk management system and internal control system, and supervising the implementation of such systems;</p>	<p>(11) approving issues regarding the establishment of legal persons, material merger and acquisition, material investment, material assets disposal, material guarantee and so on, according to the scope of authorization by the general meeting of shareholders;</p> <p>(12) engaging or dismissing president and the secretary of the board of directors and deciding on their compensation, bonus and penalty issues; <u>studying and determining chairmen and members of special committees of the board of directors;</u></p> <p>(13) engaging or dismissing vice president and other senior management personnel (except the secretary of the board of directors) who shall be engaged or dismissed by the board of directors under relevant laws according to the nomination of the president and deciding on their compensation, bonus and penalty issues;</p> <p>(14) formulating basic management systems of the Bank such as risk management system and internal control system, and supervising the implementation of such systems;</p>	

No.	Clause	Original statement	Recommended amendments	Reason for amendments (legal basis)
		<p>(15) deciding on or authorizing the president to decide on the establishment of tier-one departments of the head office, domestic tier-one branches, the branches and offices directly under the head office and branches and offices outside Mainland China;</p> <p>(16) approving the internal audit rules, medium and long term audit plans, annual work plans and internal audit system; deciding on or authorizing the audit committee of the board of directors to decide on audit budget, compensation of personnel and engagement and dismissal of the principals;</p> <p>(17) formulating and implementing throughout the Bank clearly defined responsibility system and accountability system; regularly evaluating and improving corporate governance of the Bank;</p> <p>(18) managing information disclosure of the Bank;</p> <p>(19) proposing the engagement or dismissal of accounting firm to the general meeting of shareholders;</p>	<p>(15) deciding on or authorizing the president to decide on the establishment of tier-one departments of the head office, domestic tier-one branches, the branches and offices directly under the head office and branches and offices outside Mainland China;</p> <p>(16) approving the internal audit rules, medium and long term audit plans, annual work plans and internal audit system; deciding on or authorizing the audit committee of the board of directors to decide on audit budget, compensation of personnel and engagement and dismissal of the principals;</p> <p>(17) formulating and implementing throughout the Bank clearly defined responsibility system and accountability system; regularly evaluating and improving corporate governance of the Bank;</p> <p>(18) managing information disclosure of the Bank;</p> <p>(19) proposing the engagement or dismissal of accounting firm to the general meeting of shareholders;</p>	

No.	Clause	Original statement	Recommended amendments	Reason for amendments (legal basis)
		<p>(20) formulating related party transaction management system, examining and approving or authorizing the related party transaction control committee to approve related party transactions (except for those related party transactions that shall be examined and approved by a general meeting of shareholders in accordance with laws); making special report to the general meeting of shareholders on the implementation of related party transaction management system and the status of related party transactions;</p> <p>(21) examining and approving proposals put forth by special committees;</p> <p>(22) according to relevant regulatory requirements, listening to the work report made by the president and other senior management personnel of the Bank so as to ensure the directors obtain sufficient information in a timely manner in relation to performance of their duties; supervising and ensuring the president and other senior management personnel to perform their management duties effectively;</p> <p>(23) exercising other functions and powers vested by laws, administrative regulations, rules or the Articles as well as authorized by the general meeting of shareholders.</p>	<p>(20) formulating related party transaction management system, examining and approving or authorizing the related party transaction control committee to approve related party transactions (except for those related party transactions that shall be examined and approved by a general meeting of shareholders in accordance with laws); making special report to the general meeting of shareholders on the implementation of related party transaction management system and the status of related party transactions;</p> <p>(21) examining and approving proposals put forth by special committees;</p> <p>(22) according to relevant regulatory requirements, listening to the work report made by the president and other senior management personnel of the Bank so as to ensure the directors obtain sufficient information in a timely manner in relation to performance of their duties; supervising and ensuring the president and other senior management personnel to perform their management duties effectively;</p> <p>(23) exercising other functions and powers vested by laws, administrative regulations, rules or the Articles as well as authorized by the general meeting of shareholders.</p>	

No.	Clause	Original statement	Recommended amendments	Reason for amendments (legal basis)
6	Article 163	<p>The board of directors of the Bank shall have strategy committee, audit committee, risk management committee, nomination committee, compensation committee and related party transactions control committee. The board of directors may set up other special committees and adjust the existing committees whenever necessary.</p> <p>Each special committee shall be accountable to the board of directors, and upon the authorization by the board of directors, provide the board of directors with professional opinions or make decision on professional matters. Each special committee may engage an intermediary institution to issue professional advice and the reasonable expenses incurred shall be borne by the Bank.</p> <p>Each special committee member shall be a director of the Bank and each special committee shall be composed of no less than three (3) directors. <u>Independent directors shall form the majority of the audit committee, nomination committee and compensation committee and act as the chairman in such committees.</u></p>	<p>The board of directors of the Bank shall have strategy committee, audit committee, risk management committee, nomination committee, compensation committee and related party transactions control committee. The board of directors may set up other special committees and adjust the existing committees whenever necessary.</p> <p>Each special committee shall be accountable to the board of directors, and upon the authorization by the board of directors, provide the board of directors with professional opinions or make decision on professional matters. Each special committee may engage an intermediary institution to issue professional advice and the reasonable expenses incurred shall be borne by the Bank.</p> <p>Each special committee member shall be a director of the Bank and each special committee shall be composed of no less than three (3) directors. <u>Independent directors shall form the majority of the audit committee, nomination committee, compensation committee and related party transactions control committee and act as the chairman in such committees. Members of the audit committee shall be non-executive directors.</u></p>	According to the Bank's actual situation and Rule 3.21 of the Listing Rules, which requires that all members of the audit committee of listed issuers shall be non-executive directors.

No.	Clause	Original statement	Recommended amendments	Reason for amendments (legal basis)
7	Article 165	<p>The audit committee shall exercise the following duties and powers:</p> <p>(1) supervising the Bank's internal control, reviewing the Bank's management rules and regulations and their implementation, and inspecting and evaluating the compliance and effectiveness of the Bank's significant business activities;</p> <p>(2) reviewing financial information of the Bank and its disclosure, reviewing the Bank's significant financial policies and their implementation, supervising financial operations, and monitoring the truthfulness of the Bank's financial reports and the effectiveness of the management's implementation of financial reporting procedures of the Bank;</p> <p>(3) inspecting, monitoring and assessing the performance of the Bank's internal audit functions, supervising the internal audit system and its implementation, and evaluating the work procedures and effectiveness of the internal audit departments;</p> <p>(4) proposing the engagement or replacement of the Bank's external auditors, adopting appropriate measures to supervise their performance, reviewing external auditors' reports, and ensuring external auditors bear responsibility for their audit work;</p>	<p>The audit committee shall exercise the following duties and powers:</p> <p>(1) supervising the Bank's internal control, reviewing the Bank's management rules and regulations and their implementation, and inspecting and evaluating the compliance and effectiveness of the Bank's significant business activities;</p> <p>(2) reviewing financial information of the Bank and its disclosure, reviewing the Bank's significant financial policies and their implementation, supervising financial operations, and monitoring the truthfulness of the Bank's financial reports and the effectiveness of the management's implementation of financial reporting procedures of the Bank;</p> <p>(3) inspecting, monitoring and assessing the performance of the Bank's internal audit functions, supervising the internal audit system and its implementation, and evaluating the work procedures and effectiveness of the internal audit departments;</p> <p>(4) proposing the engagement or replacement of the Bank's external auditors, adopting appropriate measures to supervise their performance, reviewing external auditors' reports, and ensuring external auditors bear responsibility for their audit work;</p>	<p>According to Code Provision C3.7 in the Corporate Governance Code and Corporate Governance Report of the Hong Kong Stock Exchange.</p>

No.	Clause	Original statement	Recommended amendments	Reason for amendments (legal basis)
		<p>(5) procuring that the Bank ensure the internal audit departments have sufficient resources for their operations and facilitating communications between the internal audit departments and the external auditors;</p> <p>(6) reporting its decisions and recommendations to the board of directors;</p> <p>(7) other duties and powers designated under laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>(5) procuring that the Bank ensure the internal audit departments have sufficient resources for their operations and facilitating communications between the internal audit departments and the external auditors;</p> <p>(6) <u>assessing the mechanism of reporting improprieties in financial reports, internal control or other matters by the Bank's employees, and the mechanism of conducting independent and fair investigation on the reported matters and taking appropriate follow up action by the Bank;</u></p> <p>(7) reporting its decisions and recommendations to the board of directors;</p> <p>(8) other duties and powers designated under laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	

No.	Clause	Original statement	Recommended amendments	Reason for amendments (legal basis)
8	Article 167	<p>The nomination committee shall exercise the following duties and powers:</p> <p>(1) formulating standards and procedures for the election of directors and senior management personnel, and submitting the proposed procedures and standards to the board of directors for approval;</p> <p>(2) proposing to the board of directors the candidates for directors, president and the secretary of the board of directors;</p> <p>(3) examining the candidates for senior management personnel nominated by the president, making suggestions to the board of directors;</p> <p>(4) <u>nominating the chairmen and members of special committees of the board of directors;</u></p> <p>(5) formulating development plans for senior management personnel and key reserve talents;</p> <p>(6) other matters required by laws, administrative regulations, rules, relevant regulations of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>The nomination committee shall exercise the following duties and powers:</p> <p>(1) formulating standards and procedures for the election of directors and senior management personnel, and submitting the proposed procedures and standards to the board of directors for approval;</p> <p>(2) proposing to the board of directors the candidates for directors, president and the secretary of the board of directors;</p> <p>(3) examining the candidates for senior management personnel nominated by the president, making suggestions to the board of directors;</p> <p>(4) <u>making suggestions to the board of directors on chairmen and members of special committees of the board of directors;</u></p> <p>(5) <u>assessing the structure, size and composition of the board of directors annually based on the Bank's development strategy, making suggestions to the board of directors;</u></p> <p>(6) formulating development plans for senior management personnel and key reserve talents;</p> <p>(7) other matters required by laws, administrative regulations, rules, relevant regulations of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>Proposed amendment to Article 167(4) aims to specify the rights of the nomination committee to nominate candidates for chairmen and members of special committees of the Board but the nomination committee will not have the sole right to make proposals or deny others who are entitled to make proposals from their right to nominate chairmen and members of special committees of the Board.</p> <p>Proposed amendment to Article 167(5) is based on Provision A.5.2(a) of the Corporate Governance Code and Corporate Governance Report of the Hong Kong Stock Exchange.</p>

No.	Clause	Original statement	Recommended amendments	Reason for amendments (legal basis)
9	Article 251	<p>The after-tax profit of the Bank shall be distributed in the following order of priority:</p> <p>(1) <u>making up for previous year's losses;</u></p> <p>(2) contributing ten percent (10%) to the statutory reserve;</p> <p>(3) making general provision;</p> <p>(4) contributing to the discretionary reserve; and</p> <p>(5) paying dividends to shareholders.</p> <p>No further contribution shall be required when the accumulated amount of the statutory reserve of the Bank reaches fifty percent (50%) of its registered capital. The general meeting of shareholders shall decide on whether or not to make a contribution to the discretionary reserve after contributing to the statutory reserve and making general provision. The Bank shall not distribute any profits to any shareholder before making up losses, contributing to the statutory reserve and making general provision.</p>	<p>The after-tax profit of the Bank shall be distributed in the following order of priority:</p> <p>(1) <u>making up for previous years' losses;</u></p> <p>(2) contributing ten percent (10%) to the statutory reserve;</p> <p>(3) making general provision;</p> <p>(4) contributing to the discretionary reserve; and</p> <p>(5) paying dividends to shareholders.</p> <p>No further contribution shall be required when the accumulated amount of the statutory reserve of the Bank reaches fifty percent (50%) of its registered capital. The general meeting of shareholders shall decide on whether or not to make a contribution to the discretionary reserve after contributing to the statutory reserve and making general provision. The Bank shall not distribute any profits to any shareholder before making up losses, contributing to the statutory reserve and making general provision.</p>	<p>According to Article 152(2) of the <i>Guideline for Articles of Association of Listed Companies</i> (promulgated by China Securities Regulatory Commission in March 2006).</p>

No.	Clause	Original statement	Recommended amendments	Reason for amendments (legal basis)
10	Article 254	<p>The Bank may distribute dividends in the form of cash or stock. The Bank shall have regard to the giving of reasonable investment returns to investors when distributing profits and its profit distribution policy shall be continuous and stable.</p> <p>For dividends that are not claimed by anyone, the Bank may exercise the right of expropriation under the precondition of complying with relevant laws, administrative rules and regulations of China, but the right shall be exercised only after the expiration of the related prescription applicable.</p> <p>The Bank shall have the right to terminate sending dividend warrant to shareholders of overseas listed shares by mail, but the Bank shall exercise the right only after a dividend warrant fails to be redeemed for two (2) consecutive times. The Bank may exercise the right if a dividend warrant fails to reach the recipient in the first mailing and is returned.</p> <p>The Bank shall have the right to sell the shares of shareholders of overseas listed shares with whom the Bank could not contact in a way deemed appropriate by the board of directors, provided the following conditions are met:</p>	<p>The Bank may distribute dividends in the form of cash or stock. <u>The Bank's profit distribution policy shall be continuous and stable, at the same time, the Bank shall have regard to its long-term interest, the overall interests of all shareholders as well as its sustainable development. The Bank shall adopt the cash dividend method as priority for its profit distribution.</u></p> <p><u>Except in the special circumstances below, when the Bank distributes profits, the profits distributed in the form of cash each year shall be no less than 10% of the net profit attributable to shareholders of the Bank according to the Group for that fiscal year:</u></p> <p><u>(1) the Bank's capital adequacy ratio is lower than the minimum standards as required by the China Banking Regulatory Commission and other regulatory authorities;</u></p> <p><u>(2) other circumstances that are not suitable for dividends distribution as required by laws, regulations and regulatory documents.</u></p>	<p>According to the <i>Notice on Further Implementation of Cash Dividend-Related Matters by Listed Companies</i> of the China Securities Regulatory Commission and the <i>Notice on Further Improvement of Cash Dividend-Related Matters by Listed Companies</i> promulgated by the Beijing Bureau of the China Securities Regulatory Commission, supplemental provisions on specific conditions of cash dividends distribution and issuing of stock dividends, and the minimum proportion of cash dividends distribution during different periods, and adjustment to the detailed conditions and decision-making procedures of the established profit distribution policy.</p>

No.	Clause	Original statement	Recommended amendments	Reason for amendments (legal basis)
		<p>(1) the Bank has distributed dividends to the shares at least three (3) times within twelve (12) years, and the dividends are not claimed by anyone during the period;</p> <p>(2) the Bank publishes announcements in one or more newspapers in the locality where shares of the Bank are listed after the expiration of the twelve (12)-year period, stating its intention to sell the shares, and informs the securities regulatory authority in the locality where shares of the Bank are listed.</p>	<p><u>In case of war, natural disasters and other force majeure, or a change in the external business environment of the Bank that has a significant impact on the Bank's business operation, or there has been a relatively major change in the state of the Bank's business operation, the Bank can adjust its profit distribution policy. Where the Bank wishes to make an adjustment to its profit distribution policy, the board of directors shall elaborate on the proposed change, give a detailed explanation of the reasons behind the change, and prepare a written report justifying such change, which shall be reviewed by the independent directors before it is submitted to the general meeting of shareholders for approval by means of special resolution. When considering matters in relation to change to the profit distribution policy, the Bank shall enable its shareholders to vote online.</u></p> <p>For dividends that are not claimed by anyone, the Bank may exercise the right of expropriation under the precondition of complying with relevant laws, administrative rules and regulations of China, but the right shall be exercised only after the expiration of the related prescription applicable.</p> <p>The Bank shall have the right to terminate sending dividend warrant to shareholders of overseas listed shares by mail, but the Bank shall exercise the right only after a dividend warrant fails to be redeemed for two (2) consecutive times. The Bank may exercise the right if a dividend warrant fails to reach the recipient in the first mailing and is returned.</p>	

No.	Clause	Original statement	Recommended amendments	Reason for amendments (legal basis)
			<p>The Bank shall have the right to sell the shares of shareholders of overseas listed shares with whom the Bank could not contact in a way deemed appropriate by the board of directors, provided the following conditions are met:</p> <p>(1) the Bank has distributed dividends to the shares at least three (3) times within twelve (12) years, and the dividends are not claimed by anyone during the period;</p> <p>(2) the Bank publishes announcements in one or more newspapers in the locality where shares of the Bank are listed after the expiration of the twelve (12)-year period, stating its intention to sell the shares, and informs the securities regulatory authority in the locality where shares of the Bank are listed.</p>	

The 2012–2014 Capital Planning of Industrial and Commercial Bank of China is written in Chinese with no official English translation. Therefore, the English translation is for reference only, in case of any discrepancy between the two versions, the Chinese version shall prevail. The full version of the 2012–2014 Capital Planning of Industrial and Commercial Bank of China is as follows:

2012–2014 CAPITAL PLANNING OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA

The audited capital adequacy ratio and core capital adequacy ratio of Industrial and Commercial Bank of China Limited (the “**Bank**”) in the consolidated financial statements at the end of 2011 was 13.17% and 10.07%, respectively, the Bank has complied with the regulatory requirements for both ratios. In order to maintain the level of the Bank’s capital adequacy ratio, support its development and satisfy the requirements to enhance return to its shareholders, the planning below is compiled in accordance with the Regulation Governing Capital of Commercial Banks (Provisional) promulgated by China Banking Regulatory Commission and the relevant regulatory requirements.

1. PRIMARY OBJECTIVES OF THE BANK’S CAPITAL MANAGEMENT

- 1) Maintain a reasonable level of capital adequacy ratio, continuously fulfill the capital regulatory rules and policy requirements, maintain a stable capital base and support the Bank’s business growth and implementation of strategic planning, to realize a comprehensive, coordinated and sustainable development;
- 2) Implement the advanced approach to capital measurement, improve the internal capital adequacy assessment process and disclose capital management related information to the public, comprehensively cover all risks and ensure safe operation of the bank;
- 3) Make full use of different kinds of risk quantification results, establish a bank value management system which is focused on economic capital, improve the policy procedures and management application system, enhance the capital constraint and capital incentive mechanism, increase the product pricing and decision-making support capacity, and raise the efficiency of capital allocation;
- 4) Reasonably use different capital instruments, continuously reinforce the capital strength, optimize the capital structure, improve the capital quality, reduce the capital cost, and create maximum returns for the shareholders.

2. MAJOR PRINCIPLES FOR THE BANK’S CAPITAL PLANNING

- 1) **Meet regulatory standards in advance, and continue to comply with regulatory requirements**

In June 2012, China Banking Regulatory Commission formally published the Regulation Governing Capital of Commercial Banks (Provisional), which further refined the definitions of the capital adequacy ratio indicators, and increased the regulatory requirements for the capital adequacy ratio: the core tier 1 capital adequacy ratio, the tier 1 capital adequacy ratio and the capital adequacy ratio of domestic systemically important financial institutions (D-Sifis) shall not be lower than 8.5%, 9.5% and 11.5% respectively.

The Regulation Governing Capital of Commercial Banks (Provisional) specifies that Chinese commercial banks shall comply with the new regulatory requirements for the capital adequacy ratio prior to the end of 2018, and commercial banks with good conditions are encouraged to meet such requirements in advance. In accordance with the regulatory requirements, the Bank will strive to meet the aforesaid regulatory standards for the capital adequacy ratio indicators at different levels, and maintain the capital adequacy ratio in order to comply with the regulatory requirements continuously.

2) Maintain a reasonable level of capital adequacy ratio

While complying with the capital adequacy ratio requirements, the Bank shall also maintain certain safety margin and buffer to prevent the capital adequacy ratio from falling below the regulatory requirements due to unexpected circumstances, and to satisfy temporary capital demand.

3) Maintain a stable level of capital adequacy ratio

While keeping the capital adequacy ratio at a reasonable level, the Bank will pay attention to the balance between capital adequacy and return on capital and stabilize the level of capital adequacy ratio to prevent the Bank's capital resources from laying idle due to wide fluctuation of capital adequacy ratio, increase efficiency in the use of the capital and enhance the return on capital.

3. PLANNING OBJECTIVES OF THE BANK'S CAPITAL ADEQUACY RATIO

1) Capital measurement approach used in the planning

The Regulation Governing Capital of Commercial Banks (Provisional) will be implemented as of 2013, and the planning objectives of the capital adequacy ratio for 2012 are developed based on the current approach. Subject to the Compliance and Implementation Plan in respect of the Three Pillars Requirements of the Capital Management Measures reviewed and approved by the Bank's board of directors, the Bank will determine the planning objectives of the capital adequacy ratio in 2013 and 2014 based on advanced approach, that is: in 2013, the Bank will introduce the primary internal rating-based approach (IRB) to measure the non-retail credit risks, implement the IRB approach for the retail credit risks, use the internal model approach (IMA) for market risks, and carry out the standardized approach for operational risks; and as of 1 January 2014, the Bank will adopt the advanced IRB approach to measure the non-retail credit risks, and carry out the advanced measurement approach (AMA) for the operational risks.

2) Outlook for capital adequacy level during the planning period

The calculation shows that after the implementation of the Regulation Governing Capital of Commercial Banks (Provisional), the Bank's capital adequacy ratio will basically remain stable; during the planning period, the Bank's capital strength will continue to be enhanced, its capacity for resisting adverse changes in market and operating environment will be further improved, capital supply and demand will basically remain balanced, which will be able to support the relatively stable and rapid business development of the Bank and further support the real economy development; if the advanced approach to capital measurement such as the IRB approach is implemented, it will have positive influences on the Bank's capital adequacy level.

3) Planning objectives of capital adequacy ratio by year

Subject to the primary objectives of capital management and the major principles for the Bank's capital planning, the planning objectives of the Bank for the capital adequacy ratio are stated as follows, based on the comprehensive analysis of the macroeconomic and financial situations, and the Bank's current capital adequacy ratio status and future capital demand, given no serious deterioration of the economic and financial situations and no significant changes in the capital supervision policies and rules:

At the end of 2012, the capital adequacy ratio shall not be lower than 12%, and the core capital adequacy ratio shall not be lower than 9.5%; at the end of 2013 and 2014, the capital adequacy ratio shall not be lower than 11.5%, the tier 1 capital adequacy ratio shall not be lower than 9.5%, and the core tier 1 capital adequacy ratio shall not be lower than 8.5%, in compliance with the regulatory requirement on capital adequacy ratio of domestic systematically important banks as stipulated under the Regulation Governing Capital of Commercial Banks (Provisional).

4. CAPITAL MANAGEMENT MEASURES AND CAPITAL REPLENISHMENT CHANNELS OF THE BANK**1) Improve capital constraint mechanism and implement capital intensification management**

The Bank will first take actions such as reinforcing capital constraint mechanism, controlling the growth rate of risk-weighted assets, optimizing the risk asset structure, improving the capital allocation efficiency and capital return level to achieve the planning objective for capital adequacy ratio. The Bank will implement the resource allocation and business development strategy focusing on capital management, coordinate capital strength and asset scale, comprehensively ensure balance between capital adequacy and capital return, optimize capital allocation, focus on developing low capital business with high return of investment, and as priority investing capital into low capital business and areas in compliance with the State's policy direction. Moreover, the Bank will earnestly constraint its capital throughout the whole operation and management process including business marketing, product pricing, resources allocation and performance evaluation.

2) Strengthen internal capital accumulation capability

The Bank will strive to increase its value creation, enhance its capital return capacity and reinforce its internal capital accumulation capability. Through reasonable profit retention, the Bank will further perfect its capital restructure, boost its capital quality and intensify its capital strength. During the planning period, the Bank will continue to apply endogenous capital replenishment methods such as profit retention as the principal way to replenish its capital and improve the long-term sustainability of its capital replenishment source.

3) Explore exogenous capital replenishment channels such as issuance of new capital instruments

After the implementation of the Regulation Governing Capital of Commercial Banks (Provisional), the eligibility criteria of the capital instruments will be further increased and the definition of capital will be more stringent. To promote innovation of financial products in China, enrich investment products in the financial market and broaden the Bank's capital financing channels, the Bank will actively participate in the innovation of other tier-one capital instruments and eligible tier-two capital instruments.

The Bank will strive to realize the planning objectives by means of reinforcing capital constraint, improving capital allocation efficiency, and strictly controlling the growth rate of risk-weighted assets. When necessary, the Bank will not exclude the possibility of replenishing its capital by means of rights issue, private share placement, issuance of subordinated bonds, and other exogenous capital replenishment methods.

4) Establish emergency capital replenishment mechanism

Pursuant to the provisions of the Regulation Governing Capital of Commercial Banks (Provisional), the Bank should formulate a capital emergency plan to meet the capital needs beyond the plan. In case of serious deterioration of the external business climate or occurrence of other adverse events, besides adopting measures of controlling the growth rate of risk-weighted assets, the Bank may possibly trigger the emergency capital replenishment mechanism, and bolster the capital base through emergent sale of assets, restricting dividend distribution, reducing the impairment reserve for qualified capital instruments, share transfer, emergency capital injection by major shareholders and other capital replenishment means in order to realize the planning objectives of the capital adequacy ratio.

5. TRANSITIONAL PERIOD ARRANGEMENTS AND OTHER RELEVANT MATTERS

According to the Regulation Governing Capital of Commercial Banks (Provisional), if the Bank is allowed to implement the advanced approaches to capital measurement like the IRB approach during the planning period, China Banking Regulatory Commission will set a transitional period for the Bank. The transitional period will last for at least three years from the end of the year in which the Bank is permitted to adopt the advanced approaches to capital measurement.

During the transitional period, the Bank will strictly observe the minimum capital requirements, and concurrently measure the capital adequacy ratio indicators based on the approved advanced approaches to capital measurement and other methods specified by the Regulation Governing Capital of Commercial Banks (Provisional). The capital adequacy ratio measured by the advanced approaches to capital measurement and other methods specified by the Regulation Governing Capital of Commercial Banks (Provisional) shall simultaneously meet the planning requirements stipulated for the current period.



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 2012

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of 2012 (the “**EGM**”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) will be held at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Friday, 2 November 2012 at 9:30 a.m. to consider and, if thought fit, to pass the following resolutions:

As a Special Resolution:

- 1 To consider and approve the proposed amendments to the Articles of Association of Industrial and Commercial Bank of China Limited as set out in Appendix I to the circular of the Bank dated 14 September 2012 and to authorize the Chairman and the President to make further adjustments or amendments according to the regulators’ recommendations on amendments.

As Ordinary Resolutions:

- 2 To consider and approve the 2012–2014 Capital Planning of Industrial and Commercial Bank of China as set out in Appendix II to the circular of the Bank dated 14 September 2012.
- 3 To consider and approve the appointment of KPMG Huazhen as external auditors of the Bank for 2013 and to fix the aggregate audit fees for 2013 at RMB133.6 million, among which RMB77.51 million will be paid for annual audit, RMB35.48 million for interim review, RMB4.64 million each for agreed-upon procedures of financial information of the first and third quarters and RMB11.33 million for internal control audit.

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

Beijing, the PRC
14 September 2012

NOTICE OF EGM

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, 3 October 2012 to Friday, 2 November 2012 (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 Friday, 28 September 2012 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 Friday, 28 September 2012.

(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 or by post 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. 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 or by post to the Bank’s Board of Directors’ Office or Computershare Hong Kong Investor Services Limited on or before Saturday, 13 October 2012. 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 9:30 a.m.. Registration for admission to the EGM will take place from 8:30 a.m. to 9:30 a.m..