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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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2011

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 16 April 2012 and the notice of annual general meeting for the year 2011 of the Bank (the “**AGM**”) dated 16 April 2012 (the “**Notice**”), which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM, will be held as originally scheduled at the Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong and at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC concurrently by video conference on Thursday, 31 May 2012 at 9:30 a.m. will consider and, if thought fit, pass the following resolutions as ordinary resolutions, which were submitted to the Bank by Central Huijin Investment Ltd. (being a shareholder holding approximately 35.4% of the shares of the Bank) in compliance with the laws and the articles of association of the Bank, in addition to the resolutions set out in the Notice:

As Ordinary Resolutions:

- 8 To consider and approve the appointment of Mr. Hong Yongmiao as an independent non-executive director of the Bank.
- 9 To consider and approve the payment of remuneration to directors and supervisors of the Bank for 2011.

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

Beijing, the PRC
16 May 2012

Notes:

- (1) Details of the resolutions are set out in the supplemental circular of the Bank dated 16 May 2012 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice of AGM, capitalised terms used in this supplemental notice of AGM shall have the same meanings as those defined in the Supplemental Circular.

- (2) Please note that other items — “To listen to the 2011 Work Report of Independent Directors of the Bank.” and “To listen to the Report on the Implementation of the Plan on Authorisation of the Shareholders’ General Meeting to the Board of Directors in 2011 of the Bank.”, which were originally numbered 8 and 9, respectively, in the Notice shall be renumbered as items 10 and 11, respectively.
- (3) A supplemental proxy form (the “**Supplemental Proxy Form**”) containing resolutions numbered 8 to 9 mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Bank along with the circular of the Bank dated 16 April 2012 (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H share registrar of the Bank.
- (4) If you intend to appoint a proxy to attend the AGM, you are requested to complete the accompanying Supplemental Proxy Form in accordance with the instructions printed thereon. To be valid, the Supplemental Proxy Form together with the power of attorney or other authorisation document (if any) must be lodged at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, by hand or by post not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be) by holders of H Shares. Completion and return of the Supplemental Proxy Form will not preclude you from attending and voting in person at the AGM or at any adjournment thereof should you so wish, but in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Shareholders are entitled to appoint one or more proxies to attend the AGM, but only one of the proxies can be designated to vote at the AGM. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Proxy Form and/or the Supplemental proxy form are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the AGM.
- (6) Please refer to the Notice for details in respect of other resolutions to be considered at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members and other relevant matters.

As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YANG Kaisheng, Ms. WANG Lili and Mr. LI Xiaopeng as executive directors, Mr. HUAN Huiwu, Ms. WANG Xiaoya, Ms. GE Rongrong, Mr. LI Jun, Mr. WANG Xiaolan and Mr. YAO Zhongli as non-executive directors, Mr. LEUNG Kam Chung, Antony, Mr. QIAN Yingyi, Mr. XU Shanda, Mr. WONG Kwong Shing, Frank, Sir Malcolm Christopher McCARTHY and Mr. Kenneth Patrick CHUNG as independent non-executive directors.