

**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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## **NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2012**

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A notice convening the AGM to be held at the Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong and at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC concurrently by video conference on Friday, 7 June 2013 at 9:30 a.m., is set out on pages 6 to 7 of this circular.

If you intend to appoint a proxy to attend the AGM, 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 in person or by post not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM 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 AGM 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, 18 May 2013.

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## DEFINITION

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*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
“AGM”	the annual general meeting for the year 2012 of the Bank to be held on 7 June 2013
“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 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
“Board”	the board of directors of the Bank
“Directors”	the directors of the Bank
“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
“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

23 April 2012

*To the Shareholders*

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2012**

**1 INTRODUCTION**

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

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## LETTER FROM THE BOARD

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At the AGM, resolutions set out in items (1) to (5) below will be considered and, if thought fit, to be passed, and the reports set out in items (6) to (7) below will be listened to:

**As Ordinary Resolutions:**

- (1) To consider and approve the 2012 Work Report of the Board of Directors of the Bank.
- (2) To consider and approve the 2012 Work Report of the Board of Supervisors of the Bank.
- (3) To consider and approve the Bank's 2012 audited accounts.
- (4) To consider and approve the Bank's 2012 profit distribution plan.
- (5) To consider and approve the proposal on launching the engagement of accounting firm for 2013.

**Other Items:**

- (6) To listen to the 2012 Work Report of Independent Non-executive Directors of the Bank.
- (7) To listen to the Report on the Implementation of the Plan on Authorisation of the Shareholders' General Meeting to the Board of Directors in 2012 of the Bank.

## **2 PROPOSAL ON 2012 PROFIT DISTRIBUTION PLAN**

In accordance with the provisions of relevant laws and regulatory requirements, the 2012 profit distribution plan of the Bank is as follows:

- (1) RMB23,333 million will be appropriated to the surplus reserve.
- (2) RMB83,456 million will be appropriated to the general reserve.
- (3) A cash dividend of RMB2.39 per 10 shares (pre-tax) will be paid to holders of A shares and H shares whose names appear on the register of members on Tuesday, 25 June 2013 after close of trading. As estimated based on the Bank's total issued share capital as at 31 December 2012, the total amount of dividends to be distributed shall be approximately RMB83,559 million, with dividends payout ratio of 35%, representing an increase of RMB12,647 million or 17.8% as compared to 2011.
- (4) For the year 2012, capital reserve will not be converted into capital of the Bank.

The above 2012 profit distribution plan of the Bank was considered and approved by the Board on 27 March 2013, and is hereby submitted to the AGM for consideration and approval.

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## LETTER FROM THE BOARD

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### 3 PROPOSAL ON LAUNCHING THE ENGAGEMENT OF ACCOUNTING FIRM FOR 2013

The Board proposed to appoint KPMG Huazhen Certified Public Accountants as the external auditor of the Bank for 2013, to provide the Bank with audit services including the 2013 annual audit, interim review and agreed-upon procedures for quarterly financial information of consolidated and the parent company's financial statements as well as the Group's internal control audit 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 Certified Public Accountants audit expenses of RMB133.6 million for 2013, of which RMB77.51 million will be paid for the annual audit, RMB35.48 million for the interim review, RMB4.64 million for agreed-upon procedures of financial information of the first and third quarters and RMB11.33 million for the internal control audit.

Ernst & Young and Ernst & Young Hua Ming will NOT act as external auditors of the Bank for 2013. 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 above, the Bank was not aware of any matter that should be brought to the attention of the holders of securities of the Bank.

The above issues have been considered and approved at the second extraordinary general meeting of the Bank held on 5 November 2012. Pursuant to Rule 13.88 of the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited, the above appointment shall be considered and approved at the annual general meeting of the Bank, therefore, it is hereby submitted to the AGM for consideration and approval.

#### *Notes:*

Pursuant to the Notice of the Ministry of Finance, the State Administration for Industry and Commerce, the Ministry of Commerce, the State Administration of Foreign Exchange and the China Securities Regulatory Commission on Issuing the Scheme for the Localization Restructuring of Chinese-Foreign Cooperative Accounting Firms (Cai Hui [2012] No.8), KPMG Huazhen Certified Public Accountants and Ernst & Young Certified Public Accountants started their restructuring procedures. The Ministry of Finance approved the restructurings of KPMG Huazhen Certified Public Accountants and Ernst & Young Certified Public Accountants to special general partnerships on 5 July and 31 July 2012 respectively. The restructured KPMG Huazhen Certified Public Accountants (Special General Partnership) and Ernst & Young Certified Public Accountants (Special General Partnership) officially started to operate on 1 August and 1 September 2012 respectively. The operating period and operating results before restructuring can be calculated consecutively. The qualifications obtained before the restructuring, including securities and futures business qualification, will subsist. The possible administrative liabilities resulted from the quality problem before the restructuring will be borne on the restructured accountant firms (special general partnership).

### 4 THE AGM

A notice convening the AGM to be held at the Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong and at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC concurrently by video conference on Friday, 7 June 2013 at 9:30 a.m. is set out on pages 6 to 7 of this circular.

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## LETTER FROM THE BOARD

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If you intend to appoint a proxy to attend the AGM, 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 AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM 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 AGM 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, 18 May 2013.

### **5 RECOMMENDATION**

The Directors consider that the resolutions as stated in the notice of AGM are in the best interests of the Bank and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM. In relation to the other resolutions submitted to the AGM for consideration and approval, the Directors also consider that such resolutions are in the best interests of the Bank and its Shareholders and that the Directors recommend the Shareholders to vote in favour of these resolutions.

**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 ANNUAL GENERAL MEETING FOR THE YEAR 2012**

**NOTICE IS HEREBY GIVEN** that the annual general meeting for the year 2012 (“AGM”) of Industrial and Commercial Bank of China Limited (the “Bank”) will be held at the Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong and at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC concurrently by video conference on Friday, 7 June 2013 at 9:30 a.m. to consider and, if thought fit, to pass the following resolutions, and to listen to the reports set out in items 6 to 7 below:

**As Ordinary Resolutions:**

- 1 To consider and approve the 2012 Work Report of the Board of Directors of the Bank.
- 2 To consider and approve the 2012 Work Report of the Board of Supervisors of the Bank.
- 3 To consider and approve the Bank's 2012 audited accounts.
- 4 To consider and approve the Bank's 2012 profit distribution plan.
- 5 To consider and approve the proposal on launching the engagement of accounting firm for 2013.

**Other Items:**

- 6 To listen to the 2012 Work Report of Independent Non-executive Directors of the Bank.
- 7 To listen to the Report on the Implementation of the Plan on Authorisation of the Shareholders' General Meeting to the Board of Directors in 2012 of the Bank.

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

Beijing, the PRC  
23 April 2013



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## NOTICE OF AGM

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*Notes:*

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

Holders of H shares of the Bank (“H Shares”) are advised that the register of members will be closed from Wednesday, 8 May 2013 to Friday, 7 June 2013 (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, 7 May 2013 are entitled to attend the AGM.

Holders of H Shares who wish to attend the AGM 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, 7 May 2013.

**(2) Recommendation of dividend and closure of register of members**

The board of directors of the Bank has recommended a dividend of RMB0.239 per share (pre-tax) for the year ended 31 December 2012 and, if such dividend is declared by the shareholders passing Resolution 4, it is expected to be paid on or about 19 July 2013 to those shareholders whose names appear on the register of members of the Bank after close of trading on Tuesday, 25 June 2013. The register of members of H Shares will be closed from Wednesday, 19 June 2013 to Tuesday, 25 June 2013 (both days inclusive). In order to be entitled to the dividend, holders of H Shares who 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, 18 June 2013.

**(3) Proxy**

Shareholders entitled to attend and vote at the AGM 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 AGM 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 AGM if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

**(4) Reply Slip**

Shareholders who intend to attend the AGM 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, 18 May 2013. 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).

**(5) Other issues**

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

The AGM starts at 9:30 a.m.. Registration for admission to the AGM will take place from 8:30 a.m. to 9:30 a.m..