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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 FIRST EXTRAORDINARY GENERAL MEETING OF 2013**

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2013 (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 Wednesday, 20 March 2013 at 9:30 a.m. to consider and, if thought fit, to pass the following resolutions:

### **As Ordinary Resolutions:**

- 1 To consider and approve the election of Sir Malcolm Christopher McCarthy as an independent non-executive director of the Bank.
- 2 To consider and approve the election of Mr. Kenneth Patrick Chung as an independent non-executive director of the Bank.
- 3 To consider and approve the Bank's 2013 fixed assets investment budget.

### **As a Special Resolution:**

- 4 THAT:
  - (i) the issue of eligible tier-2 capital instruments with write-down feature up to RMB60 billion equivalent but not equity conversion provisions due in no less than five years to replenish its capital be and is hereby approved. The issuance of the eligible tier-2 capital instruments complies with the requirements of the *Regulation Governing Capital of Commercial Banks (Provisional)* and will remain valid until 31 December 2014.

- (ii) the board of directors of the Bank be and is hereby approved and authorised to study and determine the issuance of the eligible tier-2 capital instruments at the scheduled time, according to the administrative measures and detailed implementation rules issued by the relevant departments, as well as the requirements of regulatory authorities.

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

Beijing, the PRC  
29 January 2013

*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 Monday, 18 February 2013 to Wednesday, 20 March 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 Friday, 15 February 2013 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, 15 February 2013.

**(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 Thursday, 28 February 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).

#### **(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..

*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. XU Shanda, Mr. WONG Kwong Shing, Frank, Sir Malcolm Christopher McCARTHY, Mr. Kenneth Patrick CHUNG, Mr. OR Ching Fai and Mr. HONG Yongmiao as independent non-executive directors.*