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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)

## **WORK REPORT OF INDEPENDENT NON-EXECUTIVE DIRECTORS FOR 2012**

Industrial and Commercial Bank of China Limited hereby set out the Work Report of Independent Non-executive Directors for 2012 of Industrial and Commercial Bank of China Limited, the Chinese version of which has been published on the Shanghai Stock Exchange simultaneously, for reference only.

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

Beijing, PRC  
27 March 2013

*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.*

# **Industrial and Commercial Bank of China**

## **Work Report of Independent Non-executive Directors for 2012**

In 2012, Independent Non-executive Directors of the Bank performed their duties in a diligent manner according to the Company Law, the Securities Law, the Guidance on Corporate Governance of Joint-stock Commercial Banks, the Guidance on Duty Performance of Boards of Directors of Joint-stock Commercial Banks, and the Articles of Association of Industrial and Commercial Bank of China. They attended meetings of the Board of Directors and special committees, participated in researches, discussions and decision making on relevant affairs to be reviewed by the Board, and expressed independent opinions on the Bank's development strategy, risk control, audit supervision, nomination and compensation management, and connected transaction management. Besides, they carried out surveys and seminars which produced sound effects, and hence boosted the reform, innovation and sound development of the Bank.

### **I. Profile of Independent Non-executive Directors**

#### **i. Biographies of Independent Non-executive Directors**

Xu Shanda, Independent Non-executive Director

Mr. Xu has served as Independent Non-executive Director of Industrial and Commercial Bank of China Limited since September 2007. From January 2000 to 2007, he was appointed as Deputy Commissioner of the State Administration of Taxation ("SAT"). He worked as Deputy Director-General of the Tax System Reformation Department of SAT, Deputy Director-General and Director-General of the Policy and Legislation Department of SAT, Director-General of Local Taxes Department of SAT, Director-General of Supervisory Bureau of SAT and a member of the National Committee of the 11<sup>th</sup> Chinese People's Political Consultative Conference. Currently, he is Chairman of the China Certified Tax Agents Association, consultant to the China Public Finance Society, member of the Chinese Economist 50 Forum and member of the 50 Forum Academic Auditing Committee. He is an Independent Non-executive Director of China Pacific Insurance (Group) Co., Ltd., part-time professor and invited researcher of Tsinghua University, Peking University, National School of Administration, Xi'an Jiaotong University, University of Science & Technology of China, Nankai University, Central University of Finance and Economics and Zhejiang Engineering University. He received his Bachelor's degree from Department of Automation, Tsinghua University, Master's degree in Agricultural Economics & Management from the Chinese Academy of Agricultural Sciences, and Master's degree in Finance from the University of Bath in UK.

Wong Kwong Shing, Frank, Independent Non-executive Director

Mr. Wong has served as Independent Non-executive Director of Industrial and Commercial Bank of China Limited since January 2009. He previously held a number of senior positions with regional responsibility at financial institutions including Citibank, JPMorgan and NatWest, and took positions as Chairman of Hong Kong Futures Exchange Limited, Chairman of the Leveraged Foreign Exchange Trading Ordinance Arbitration Panel and member of the Foreign Exchange and Money Market Practices Committee of Hong Kong Association of Banks. He joined DBS Bank in 1999, and served as Vice Chairman of DBS Bank Ltd., Director and Chief Operating Officer of DBS Bank Ltd. and DBS Group Holdings, and Chairman of DBS Bank (Hong Kong) and Chairman of DBS Bank (China). He also served as an Independent Non-executive Director of the National Healthcare Group Pte Ltd under the Ministry of Health of Singapore. At present, he is concurrently a Director of PSA International Pte Ltd, Mapletree Investments Pte Ltd and China Mobile Limited, and a member of the Hong Kong Financial Services Development Council.

Malcolm Christopher McCarthy, Independent Non-executive Director

Sir M.C. McCarthy has served as Independent Non-executive Director of Industrial and Commercial Bank of China Limited since December 2009. Sir M.C. McCarthy worked first as an economist for ICI before joining the UK Department of Trade and Industry where he held various posts from economic adviser to undersecretary. He subsequently worked as a senior executive of Barclays Bank first in Japan and then North America. He served as Chairman and Chief Executive of Office of Gas and Electricity Markets (Ofgem), Chairman of the Financial Services Authority (FSA), a non-executive director of HM Treasury, Chairman of the board of directors of J.C. Flowers & Co. UK Ltd, a non-executive director of NIBC Holding N.V and NIBC Bank N.V. Currently Sir M.C. McCarthy serves as a non-executive director of Intercontinental Exchange, OneSavings Bank plc and Castle Trust Capital plc, and a director of the School Board of Said Business School of Oxford University and a Trustee of IFRS Foundation. He is an Honorary Fellow of Merton College, an Honorary Doctorate of the University of Stirling, an Honorary Fellow of Cass Business School, and a Freeman of the City of London. He has a MA History at Merton College of Oxford University, PhD Economics of Stirling University, and MS at Graduate School of Business of Stanford University.

Kenneth Patrick Chung, Independent Non-Executive Director

Mr. Chung has served as Independent Non-Executive Director of Industrial and Commercial Bank of China Limited since December 2009. Mr. Chung joined Deloitte Haskins and Sells London Office in 1980. He became a partner of PricewaterhouseCoopers in 1992, and was a financial service specialist of PricewaterhouseCoopers (Hong Kong and China) since 1996. Previously, he was the human resources partner of PricewaterhouseCoopers (Hong Kong), the responsible partner of the audit department of PricewaterhouseCoopers (Hong Kong and China), the global lead partner of the audit engagement team for Bank of China Limited, the honorary treasurer of The Community Chest of Hong Kong and was a member of the

Ethics Committee, Limitation of Professional Liability Committee, Communications Committee, and the Investigation Panel of the Hong Kong Society of Accountants. Mr. Chung has also served as the audit partner for the restructurings and initial public offerings of Bank of China Limited, Bank of China (Hong Kong) Limited and Bank of Communications Co. Ltd. Currently, Mr. Chung serves as the honorary treasurer of International Social Service Hong Kong Branch. He is a member of the Institute of Chartered Accountants in England and Wales, a member of the Hong Kong Institute of Certified Public Accountants and a member of the Macau Society of Certified Practising Accountants. Mr. Chung received a bachelor's degree in economics from the University of Durham.

#### Or Ching Fai, Independent Non-executive Director

Mr. Or has served as Independent Non-Executive Director of Industrial and Commercial Bank of China Limited since May 2012. Mr. Or previously served General Manager and a Director of The Hongkong and Shanghai Banking Corporation Limited, Chairman of HSBC Insurance Limited, Chief Executive and Vice Chairman of Hang Seng Bank Limited, Chairman of Hang Seng Insurance Company Limited and Hang Seng Bank (China) Limited, a Director of Cathay Pacific Airways Limited, and a Director of Hutchison Whampoa Limited. He was Chairman of the Hong Kong Association of Banks, Vice President and a Council Member of the Hong Kong Institute of Bankers, Chairman of the Financial Services Advisory Committee and a member of the Services Promotion Programme Committee of the Hong Kong Trade Development Council, a member of the Risk Management Committee of the Hong Kong Exchanges and Clearing Limited, a member of the Aviation Development Advisory Committee, Chairman of Executive and Campaign Committee of the Community Chest of Hong Kong, a Council Member of The University of Hong Kong, an Adviser of the Employers' Federation of Hong Kong. Mr. Or currently acted as Chairman, CEO and Executive Director of China Strategic Holdings Limited, Chairman and Independent Non-executive Director of Esprit Holdings Limited, Vice Chairman and an Independent Non-executive Director of G-Resources Group Limited, an Independent Non-executive Director of Chow Tai Fook Jewellery Group Limited and Television Broadcasts Limited, Acting Chairman of the Council of City University of Hong Kong, and a Vice Patron of the Board of the Community Chest of Hong Kong. Mr. Or graduated from The University of Hong Kong with a Bachelor's degree in Economics and Psychology. He was awarded a Silver Bauhinia Star from the Hong Kong Special Administrative Region and Honorary University Fellowships from The University of Hong Kong in 2009. He is a Justice of the Peace.

#### Hong Yongmiao, Independent Non-executive Director

Mr. Hong has served as Independent Non-Executive Director of Industrial and Commercial Bank of China Limited since August 2012. Mr. Hong was previously in charge of the National Science Fund for Distinguished Overseas Young Scholars supported by the National Natural Science Foundation of China, and has acted as

President of the Chinese Economists Society in North America, and editor for journals such as *Journal of Econometrics* and *Econometric Theory*. He is currently an Ernest S. Liu Professor of Economics and International Studies at Cornell University in the United States, and Dean of the School of Economics and the Wang Yanan Institute for Studies in Economics at Xiamen University. He has been enrolled as one of the first participants of the “Thousand Talents Plan” and serves as a lecture professor of the “Changjiang Scholars” launched by the Ministry of Education and a part-time professor in some scientific and research institutions and colleges, including Tsinghua University, Chinese Academy of Sciences and Shandong University. He is also committee member of the academic board of Economic Research Journal of the Chinese Academy of Social Sciences and China Economic Quarterly published by Peking University, and Co-Editor of China Journal of Economics published by Tsinghua University. Mr. Hong graduated from Xiamen University with a Bachelor of Science degree and a Master’s degree in Economics from Xiamen University, and obtained his Doctorate degree in Economics from the University of California San Diego.

## ii. Explanations on Independence

The Bank complied with the rules of regulators in terms of the qualifications, number and proportion of Independent Non-executive Directors. Independent Non-executive Directors neither held any business or financial interest in the Bank and its subsidiaries, nor assumed any management post. The Bank has received the annual confirmation letters on independence from all Independent Non-executive Directors, and confirmed their independence.

## II. Duty Performance of Independent Non-executive Directors for the Year

### 1. Attendance of meetings and relevant resolutions

During the reporting period, the Bank held an annual general meeting and two extraordinary general meetings, where 14 proposals were considered and approved and 2 reports were heard, 14 board meetings, where 62 proposals were considered and 20 reports were heard, and 36 meetings of the special committees of the Board of Directors, where 47 proposals were considered and 26 reports were heard.

The attendance of each of the Independent Non-executive Director in shareholders’ general meetings and meetings of the Board of Directors and the special committees of the Board of Directors during the reporting period is set out below.

Directors	Attendances in person/Number of meetings in 2012							
	Shareholders’ General Meeting	Board of Directors	Special committees of the Board of Directors					
			Strategy Committee	Audit Committee	Risk Management Committee	Nomination Committee	Compensation Committee	Related Party Transactions Control Committee

Xu Shanda	2/3	10/14	5/6	8/9		3/5	1/2	6/7
Wong Kwong Shing, Frank	3/3	12/14	3/3	8/9	6/7	4/5	2/2	7/7
Malcolm Christopher McCarthy	2/3	10/14	5/6		5/7	3/5		
Kenneth Patrick Chung	3/3	13/14		9/9	4/4		2/2	7/7
Or Ching Fai	1/1	8/8	4/4	4/4		2/2		
Hong Yongmiao	1/1	6/6		3/3	3/3	1/1		4/4

Notes:

(1) “Attendances in person” refers to attending meetings in person or on telephone or by video conference.

(2) During the reporting period, directors who did not attend the meetings of the Board of Directors and its special committees in person appointed other directors to attend the meetings and exercise the voting right on their behalf.

## 2. Investigation and survey and informal discussion

During the reporting period, besides attending the meetings of the Board of Directors and the special committees, the Bank’s Independent Non-executive Directors strengthened ties and communication with other members of the Board of Directors, the Board of Supervisors, the Senior Management and shareholders, actively listened to presentations made by the relevant departments of the Head Office, and offered many valuable comments and suggestions. Meanwhile, Independent Non-executive Directors selected some typical grassroots institutions both domestically and abroad and conducted fruitful investigations and surveys and informal discussions centering on credit risk management and control, personal credit business development and internationalized development of commercial banks, related party transactions management, etc., according to economic and financial development trend and focus of the Bank regarding operation management, and put forward constructive opinions in terms of operation transformation, structural adjustment, internationalized and diversified operation, risk management, internal control, compensation and incentive system, etc.

## 3. Assistance provided by the Bank during duty performance of Independent Non-executive Directors

In order to facilitate effective duty performance of the Independent Non-executive Directors, the Bank guaranteed the equal right of information of the Independent Non-executive Directors with the other directors, provided required working conditions for them to fulfill the duties, and actively cooperated with them to meet their requirements. In addition, relying on the working groups of the special

committees of the Board of Directors, the Bank carried out a variety of services and supporting activities for Independent Non-executive Directors to perform their duties, including providing assistance to the Independent Non-executive Directors for their participation in decision-making of the Board of Directors, coordinating and arranging special reports and discussions, organizing related business investigation and survey, timely giving reference and information and assisting some Independent Non-executive Directors to conduct prospective studies.

### **III. Priorities of Independent Directors' Duty Performance for the Year**

The Independent Non-executive Directors of the Bank laid emphasis on operation of the Board of Directors and its special committees of the Bank, nomination and remuneration of the Senior Management members, implementation of information disclosure, implementation of internal control, related party transactions, external guarantees and so forth, made clear judgments on the said priorities in compliance with laws and regulations, and expressed their views and suggestions in an independent and objective fashion.

#### **1. Operation of the Board of Directors and its special committees**

i. Board of Directors. The Board of Directors of the Bank consisted of 16 directors, including six Independent Non-executive Directors. The number of Independent Non-executive Directors accounted for more than one-third of the total members of the Board of Directors, meeting relevant regulatory requirements. The Directors, including all Independent Non-executive Directors, complemented each other on one hand with regard to their expertise and experience and were independent on the other hand, which ensured scientific decision-making of the Board of Directors. During the reporting period, the Board of Directors of the Bank held 14 meetings, considered 62 proposals and listened to 20 reports.

ii. Special committees of the Board of Directors. The Board of Directors of the Bank has established six special committees, namely, the Strategy Committee, the Audit Committee, the Risk Management Committee, the Nomination Committee, the Compensation Committee and the Related Party Transactions Control Committee. Except the Strategy Committee, chairmen of all the other committees were assumed by independent non-executive directors; except the Strategy Committee and the Risk Management Committee, more than half of the committee members were independent non-executive directors for the other four special committees. During the reporting period, the operation of the special committees of the Board of Directors of the Bank is set out below:

The Strategy Committee held six meetings, considered five proposals including the final accounts plan for 2011 and the strategic development plan for 2012-2014 and listened to five reports. The Strategy Committee provided support to the scientific decision-making of the Board of Directors by putting forward constructive suggestions in respect of the formulation and implementation of the three-year strategic development plan, the study of the three-year capital plan and the steady

progression of internationalized and diversified operation of the Bank.

The Audit Committee held nine meetings, considered 14 proposals including the 2011 Annual Report, the 2011 Internal Control Assessment Report, the Internal Audit Plan for 2012, the Report Disclosure Plan under Pillar 3 of the New Capital Accord and the Proposal on the Engagement of Auditors for 2013, and heard 11 reports including the regular work report of the Internal Audit Bureau. The Audit Committee reviewed financial statements of the Bank on a regular basis, and had reviewed and submitted to the Board of Directors to approve the annual report, interim report and quarterly reports of the Bank; organized and conducted the internal control assessment for 2011 of the Group and engaged external auditors to audit the assessment report and procedures of the Bank according to relevant regulatory requirements; attached importance to the supervision of external auditors and heard several reports of external auditors concerning annual audit results, management proposal and audit plan.

The Risk Management Committee held seven meetings, discussed and considered eleven proposals including the Bank's risk management plan for 2012–2014 and the compliance and implementation plan in respect of the three pillars requirements of the capital management measures, and heard six reports including the 2011 annual and 2012 interim risk management reports. The Risk Management Committee put forward constructive suggestions in respect of the advancement of the New Capital Accord implementation and the enhancement of enterprise risk management of the Bank.

The Nomination Committee held five meetings, considered seven proposals in respect of the nomination of Mr. Hong Yongmiao as a candidate for the post of Independent Non-executive Director, the nomination of Sir Malcolm Christopher McCarthy and Mr. Kenneth Patrick Chung as candidates for the post of Independent Non-executive Director and re-engagement of them to hold relevant posts in special committees of the Board of Directors, the appointment of Wang Xiquan as Senior Executive Vice President and the adjustment of chairmen and members of some special committees of the Board of Directors, and heard the report on the structure of the Board of Directors. In accordance with its responsibilities and the Bank's development strategy, during the reporting period, the Nomination Committee assessed the structure of the Board of Directors of the Bank, reported the assessment results to the Board of Directors, and proposed to continue to explore and improve the construction of the talent reservoir for independent non-executive director candidates. The committee fully offered its support and assistance to the decision-making of the Board of Directors.

The Compensation Committee held two meetings. In accordance with applicable regulations of the government as well as the strategic development plan and annual business plan of the Bank, the committee considered and approved three proposals on the payment of remuneration to Directors, Supervisors and Senior Management members for 2011 and performance evaluation plan for 2012, etc., and heard the report on the 2011 assessment report on the performance of duties of the directors by the Board of Directors. The Compensation Committee proposed that the compensation system should be more incentive to attract and retain qualified personnel and guarantee the future development and the implementation of the internationalized development strategy of the Bank.

The Related Party Transactions Control Committee held seven meetings, considered seven proposals in respect of, among others, the identification of related parties of the



Bank, and heard two reports on the identification of related parties of the Bank in 2011. The Related Party Transactions Control Committee received and reviewed related party transaction statistics and reporting information, promoted the optimization of related party transaction management system and the development of integration between the related party transaction management system and business system concerned, and put forth constructive suggestions on strengthening daily management of related parties and related party transactions.

## 2. Nomination and remuneration of the Senior Management members

The Independent Non-executive Directors of the Bank reviewed the candidates for Senior Management members nominated by the President. During the reporting period, the Independent Non-executive Directors of the Bank considered the Proposal on the appointment of Wang Xiquan as Senior Executive Vice President of Industrial and Commercial Bank of China Limited and the plan regarding the payment of remuneration to Senior Management members according to performance evaluation for the year.

## 3. Implementation of information disclosure

The Independent Non-executive Directors of the Bank carefully studied laws and regulations and regulatory requirements on information disclosure of the locality where shares of the Bank are listed and paid attention and participated in information disclosure management. Adhering to the customer-centered principle and the orientation of meeting investors' needs and increasing transparency, the Bank constantly improved the information disclosure system construction through strengthening the management of information disclosure issues and optimizing the working mechanism. While ensuring legal and regulatory compliance of information disclosure, the Bank moderately enhanced voluntary disclosure and continued to expand the depth and breadth of information disclosure, to fully guarantee shareholders' right of information. During the reporting period, the Bank strictly implemented the Accountability System for Material Errors in Information Disclosure in Annual Report and the Administrative Measures of Industrial and Commercial Bank of China for Insider Information and Insiders, strengthened the sense of responsibility to further improve the quality of the annual report, and prevented insider trading to protect the interests of shareholders.

## 4. Results announcement

During the reporting period, the Independent Non-executive Directors of the Bank deliberated on the 2011 Annual Report, the 2012 Interim Report, the results announcement, etc., and focused on the authenticity, accuracy and completeness of the reports to ensure there were no false record, misleading statement or material omission.

## 5. Implementation of internal control

The Board of Directors of the Bank conducted a self-assessment on the effectiveness of the Bank's internal control during the reporting period in accordance with the Basic Standard for Enterprise Internal Control and its supporting guidelines, the Guidelines for Internal Control of Listed Companies issued by SSE and relevant supervisory requirements of CBRC. No material or significant deficiencies were detected in the Bank's internal control system during the assessment. Risks that may arise from ordinary deficiencies are controllable and corrective actions have been or are being

taken, which have no material impact on the quality of operating activities and fulfillment of financial reporting objectives of the Bank. The self-assessment results suggest that the Bank's internal control system was sound and effectively implemented during the reporting period.

#### 6. Change of external auditors

The Bank selected and appointed external auditors for the year of 2013 pursuant to relevant regulations. The Independent Non-executive Directors of the Bank considered the Proposal on the Engagement of Auditors for 2013, and kept a close watch on the preparation of the engagement plan, bidding and evaluation, service content and fee of the bid winner, etc.

#### 7. Cash dividends and other return of investors

The formulation and implementation of the Bank's cash dividend policy, which has been reviewed and approved by the Independent Non-executive Directors, accords with the provisions stipulated in the Articles of Association and the requirements provided in the resolutions of the Shareholders' General Meeting, the dividend distribution standards and proportion are clear and explicit, and the decision-making procedure and mechanism are complete. Minority shareholders can fully express their opinions and appeals by ways of participating in the Shareholders' General Meetings and exercising their voting rights, and proposing suggestions or enquiries on operating activities, to completely safeguard their legal rights.

#### 8. Use of funds raised

The funds raised from the Bank's fundraising activities were used for the purposes as disclosed in the prospectuses, namely, strengthening the capital base to support the ongoing growth of the Bank.

#### 9. Related party transactions

The Independent Non-executive Directors of the Bank attached importance to related party transactions management. During the reporting period, the Independent Non-executive Directors deliberated on issues regarding the Bank's related parties, communicated and held discussions with related party transactions management departments, put forward comments and suggestions on daily management of related parties and related party transactions, and urged compliant related party transactions, to ensure the interests of the Bank and its minority shareholders.

#### 10. External guarantees

The Independent Non-executive Directors of the Bank reviewed external guarantees of the Bank on the principle of fairness, impartiality and objectivity, and issued Independent Non-executive Directors' Special Explanation and Independent Opinions on External Guarantees of the Bank, which will be disclosed in the 2012 Annual Report.

#### 11. Commitments made by the Bank or its shareholders

During the reporting period, the Bank and the shareholders holding 5% shares or above did not make any new commitments. As at 31 December 2012, all of the continuing commitments made by the shareholders were properly fulfilled.

### **IV. Overall Evaluation**

During the reporting period, the Independent Non-executive Directors of the Bank conscientiously abided by the laws, regulations and the Articles of Association of the Bank and earnestly performed their duties of loyalty and of diligence with sound work ethic and outstanding professional quality. The Independent Non-executive Directors actively protected the interests of the Bank, shareholders and other stakeholders, exercised rights within the delegation, consciously accepted supervision, gave full play to their expertise, and came up with many valuable comments and suggestions on work priorities of the Board of Directors. In conclusion, the Independent Non-executive Directors played an important role in further improving corporate governance, promoting business transformation, strengthening risk prevention and control and achieving steady development of the Bank.

Independent Non-executive Directors

Xu Shanda, Wong Kwong Shing, Frank, Malcolm Christopher McCarthy,  
Kenneth Patrick Chung, Or Ching Fai, Hong Yongmiao

March 27, 2013