

Industrial and Commercial Bank of China Limited

Rules of Procedures for the Board of Supervisors

Chapter I General Provisions

Article 1 In order to ensure the Board of Supervisors of Industrial and Commercial Bank of China Limited (the "Bank") exercise its supervisory power independently in accordance with laws and regulations, and guarantee the efficient and standard operation and scientific decision-making of the Board of Supervisors, and improve the Bank's governance mechanism, the Rules is hereby formulated pursuant to the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Law of the People's Republic of China on Commercial Banks*, the *Guidelines on the Corporate Governance of Commercial Banks*, the *Guidelines on the Work of the Board of Supervisors of Commercial Banks*, the *Code of Corporate Governance for Listed Companies*, the *Rules Governing the Listing of Stocks on the Shanghai Stock Exchange*, the *Articles of Association of Industrial and Commercial Bank of China Limited* (the "Articles of Association of the Bank") and other pertinent laws, administrative regulations and regulatory rules, taking into account the Bank's conditions.

Article 2 As the supervisory organ of the Bank, the Board of Supervisors is accountable to the Shareholders' General Meeting. The Board of Supervisors is responsible for, among others, supervising the performance and due diligence of the Board of Directors and Senior Management of Bank and their members, financial activities, internal control and risk management of the Bank, and safeguarding the legitimate rights and interests of the Bank and its shareholders, employees, creditors and other stakeholders.

Article 3 The Board of Supervisors has the right to know, to propose and to report in accordance with laws and regulations. The Bank shall take measures to protect Supervisors' right to know, and provide relevant information and materials to the Board of Supervisors in time as required, so as to help the Board of Supervisors conduct effective supervision, inspection and assessment on the Bank's financial status, risk control and operation management. The Board of Supervisors may make suggestions and give prompts to, have interviews with, inquire of and require a reply from the Board of Directors, Senior Management and their members or other people, and if necessary, it may report to the Shareholders' General Meeting.

Chapter II Composition and Power of the Board of Supervisors

Section I Composition of the Board of Supervisors

Article 4 The Board of Supervisors is composed of five (5) to seven (7) Supervisors,

including Shareholder Supervisors, External Supervisors and Employee Supervisors. Among them, Employee Supervisors shall account for no less than one-third of the members on the Board of Supervisors of the Bank; and there shall be at least two (2) External Supervisors on the Board of Supervisors.

Article 5 The Board of Supervisors has one chairman, who shall be elected or removed by not less than two-thirds of all Supervisors.

The Chairman of the Board of Supervisors shall be served by full-time personnel with expertise and working experience in at least one of the following aspects: finance, audit, finance and law.

Article 6 Shareholder Supervisors and External Supervisors shall be elected or removed by the Shareholders' General Meeting; Employee Supervisors shall be elected or removed by the Bank's employees through the democratic process.

Directors and Senior Management members shall not concurrently serve as Supervisors.

Article 7 The Board of Supervisors can set up and adjust special committees as the case may be. Special committees operate in accordance with the authorization of the Board of Supervisors and are accountable to the Board of Supervisors.

Article 8 As the day-to-day administrative organ of the Board of Supervisors, the Supervisory Board Office, as entrusted by the Board of Supervisors, is responsible for supervising and scrutinizing matters such as corporate governance, financial activities, risk management and internal control of the Bank, and organizing meetings of the Board of Supervisors and its special committee, preparing meeting documents, and taking minutes of the meetings.

Employees of the Supervisory Board Office shall have relevant professional knowledge to ensure their performance of duties.

Section II Power of the Board of Supervisors

Article 9 The Board of Supervisors may exercise the following duties and powers:

- i. Supervising the performance and due diligence of Directors and Senior Management members, and questioning Directors and Senior Management members;
- ii. Supervising the performance of duties of the Board of Directors and the Senior Management;
- iii. Requiring Directors and Senior Management members to rectify their behaviors that damage the Bank's interests;
- iv. Proposing dismissal of or file a lawsuit against Directors or Senior Management members who violate laws, administrative regulations, rules, the Articles of Association of the Bank or

resolutions of the Shareholders' General Meeting;

v. Conducting audits on retiring or resigning Directors and Senior Management members where appropriate;

vi. Examining and supervising the Bank's financial activities;

vii. Examining financial information such as financial report, business report and profit distribution plan to be submitted to the Shareholders' General Meeting by the Board of Directors and, if finding any queries or doubts, retaining certified public accountants and independent auditors in the name of the Bank to re-examine them;

viii. Examining and supervising business decisions, risk management and internal control of the Bank, and providing guidance for the internal audit departments of the Bank;

ix. Supervising the engagement, disengagement and reengagement of the external auditor by the Bank and the audit work of the external auditor;

x. Formulating performance assessment measures for supervisors, assessing the performance and conduct of supervisors, and reporting to the Shareholders' General Meeting for approval;

xi. Presenting proposals to the Shareholders' General Meeting;

xii. Proposing to convene extraordinary general meetings, and convening and presiding over such meetings in case the Board of Directors fails to perform its duty of convening Shareholders' General Meeting;

xiii. Proposing to convene interim meetings of the Board of Directors; and

xiv. Exercising any other rights prescribed by laws, administrative regulations, rules or the Articles of Association of the Bank or conferred by the Shareholders' General Meeting.

Article 10 The Board of Supervisors shall report, at least annually, to the Shareholders' General Meeting, among others:

i. Supervision of the performance of duties of the Board of Directors and Senior Management of the Bank and their members, financial activities, internal control and risk management of the Bank;

ii. Work of the Board of Supervisors;

iii. Independent opinions on relevant issues;

iv. Other issues that must be reported to the Shareholders' General Meeting.

Article 11 The Board of Directors and the Senior Management must accept the supervision

by the Board of Supervisors, and shall not impede the Board of Supervisors conducting inspection, supervision and other activities according to its rights.

Article 12 A copy of the documents or materials relating to major business decisions, financial activities and operation management of the Bank shall be sent to the Board of Supervisors, relevant information management system and files shall be available to the Board of Supervisors, and relevant meetings shall be notified to the Board of Supervisors.

Article 13 The President and other Senior Management members shall faithfully report to the Board of Supervisors the Bank's operating results, important contracts, financial position, risk status, business prospect, significant events and other information regularly or as required by the Board of Supervisors.

Article 14 The internal audit departments of the Bank shall report the results of audits over internal functions and branches of the Bank to the Board of Supervisors on a timely and comprehensive basis. The Board of Supervisors may require the Board of Directors or internal audit departments to provide explanations for any queries or doubts it has about the audit results submitted by internal audit departments.

Article 15 The profit distribution plan drafted by the Board of Directors shall be first sent to the Board of Supervisors, and the Board of Supervisors shall express opinions on the plan within five working days, or it shall be deemed as having approved such plan.

Article 16 The Board of Supervisors has the right to require the Board of Directors, Senior Management and their members to remedy within a specified period and propose to investigate the responsibilities of relevant personnel, if finding they violate laws, administrative regulations, rules and the Articles of Association of the Bank.

In case of failure or delay to take corresponding measures by the Board of Directors, the Senior Management and their members, the Board of Supervisors has the right to report to the Shareholders' General Meeting, or propose to convene an extraordinary general meeting, and may report to the regulator where appropriate.

Article 17 When the Board of Supervisors performs duties, it has the right to inquire of relevant employees and institutions of the Bank about relevant information, for which relevant employees and institutions shall provide assistance.

When the Board of Supervisors performs duties, it has the right to engage laws, certified public accountants and other professionals to provide services and professional opinions, and the reasonable cost incurred thereby shall be borne by the Bank.

Chapter III Procedures for Holding Meetings of the Board of Supervisors

Section I Methods of Holding Meetings of the Board of Supervisors

Article 18 The Board of Supervisors discusses official matters at the meeting of the Board of Supervisors. Meetings of the Board of Supervisors include regular meetings and interim meetings.

Article 19 Regular meetings shall be held at least four times a year and such meetings shall, in principle, be held before the disclosure of periodical reports.

Matters reviewed by regular meetings of the Board of Supervisors mainly include:

- i. The Bank's annual report, interim report and other periodic reports;
- ii. The Bank's financial budget and final accounts;
- iii. The Bank's profit distribution plans and plans for making up losses;
- iv. Supervisory opinions on performance of duties of the Board of Directors, the Senior Management and their members;
- v. Work report of the Board of Supervisors;
- vi. Work plan of the Board of Supervisors; and
- vii. Other matters to be reviewed by meetings of the Board of Supervisors in accordance with laws, administrative regulations, rules and the Articles of Association of the Bank.

The above matters discussed at regular meetings of the Board of Supervisors can be combined or divided, and new matters can be added if necessary.

Article 20 The Chairman shall convene and preside over an interim meeting within 10 days when any of the following circumstances occurs:

- i. As Chairman of the Board of Supervisors deems necessary;
- ii. Upon the request of at least one third of Supervisors;
- iii. Being proposed by all External Supervisors;
- iv. Where the Shareholders' General Meeting or the meeting of the Board of Directors adopts a resolution against laws, administrative regulations, rules, various provisions and requirements of regulatory authorities, the Articles of Association of the Bank, resolutions of the Shareholders' General Meeting and other relevant provisions;
- v. Where the misconduct of Directors and Senior Management members may cause substantial damages or serious impact to the Bank in the market;
- vi. Where the Bank or its Directors, Supervisors or Senior Management members are sued by

shareholders;

vii. The Bank or its Directors, Supervisors or Senior Management members are punished by the securities regulator or publicly reprimanded by stock exchanges;

viii. As required by the securities regulator; or

ix. Other circumstances prescribed by laws, administrative regulations, rules and the Articles of Association of the Bank.

Article 21 To hold an interim meeting, a written request proposal with signatures (seals) of the applicant shall be submitted to the Chairman directly or by the Supervisory Board Office. The written request shall include the following contents:

i. Names of proposing supervisors;

iii. Reasons or objective bases;

iii. Time or time limit, venue and way of the meeting;

iv. Clear and detailed proposal; and

v. Contact methods of proposing Supervisors and date of proposal.

The Supervisory Board Office shall send a notice on holding an interim meeting of the Board of Supervisors within three days after it or the Chairman of the Board of Supervisors receives the written proposal of Supervisors.

In case the Supervisory Board Office fails to send the meeting notice, proposing Supervisors shall report to the regulatory authority.

Section II Presentation and Collection of Meeting Proposals

Article 22 The proposal submitted by any Supervisor shall be reviewed by the Board of Supervisors.

Article 23 The Supervisory Board Office is responsible for collecting meeting proposals from all Supervisors before sending the notice on convening a regular meeting of the Board of Supervisors, and the proposers shall submit proposals and relevant explanatory materials 15 days prior to the meeting. The Supervisory Board Office shall tidy up these proposals and materials, list the venue, time and agenda of the meeting of the Board of Supervisors and submit them to the Chairman of the Board of Supervisors.

Section III Meeting Notice and Communication before Meeting

Article 24 The Supervisory Board Office shall submit 10/5 days' prior written notice to all

Supervisors respectively before convening a regular/interim meeting of the Board of Supervisors. Where an interim meeting of the Board of Supervisors needs to be convened as soon as possible in emergency circumstances, such meeting can be convened without subject to the restrictions on time limit of notice above, and the Supervisory Board Office may send a meeting notice orally or by telephone, but the convener must provide explanations at the meeting.

Article 25 Written notice on a meeting of the Board of Supervisors generally includes:

- i. Meeting venue and time;
- ii. Matters to be reviewed (meeting proposals);
- iii. Convener and presider of the meeting, proposers of an interim meeting and other written proposals;
- iv. Date of giving notice; and
- v. Contact persons and contact details.

An oral meeting notice shall include at least contents of paragraphs i and ii above, and explanations on convening a interim meeting of the Board of Supervisors as soon as possible in emergency circumstances.

Article 26 A notice of the meeting of the Board of Supervisors shall be sent according to the following requirements and in a way as follows:

- i. Notice of the meeting of the Board of Supervisors is divided into personal service, fax or registered mail;
- ii. If the meeting notice is served personally, the receiver shall sign (or affix the seal) on the return receipt, and the date of signing shall be the date of service; if the meeting notice is served by fax, the fax date bearing on the fax report shall be the date of service; if the meeting notice is served by registered mail, the fifth workday upon delivery shall be the date of service. In case of non-direct service, it shall be confirmed by telephone and recorded correspondingly.

Article 27 Any Supervisor may waive the right to receive the notice on meetings of the Board of Supervisors.

If a Supervisor has attended a meeting and does not raise any objection regarding failure to receive a notice before or during the meeting, he/she shall be deemed as having received the notice.

The personnel required to attend a meeting shall inform the Supervisory Board Office about whether to attend the meeting as early as possible after receiving the notice.

Article 28 Where two or more Supervisors consider that the information is insufficient or demonstration is unclear, they may jointly propose to the Board of Supervisors in writing for delaying a meeting of the Board of Supervisors or review of the matter, for which the Board of Supervisors shall accept.

Article 29 Before convening a meeting, the Supervisory Board Office shall be responsible for or organize the communication and contact with all Supervisors, to obtain their comments or suggestions on relevant proposals and improve these proposals.

Section IV Attendance at the Meetings

Article 30 A meeting of the Board of Supervisors shall not be held unless attended by more than two thirds of Supervisors.

Article 31 Supervisors who have received the notice of meeting shall attend the meeting of the Board of Supervisors in person. A Supervisor who is unable to attend a meeting of the Board of Supervisors in person may appoint another Supervisor in writing to attend the meeting on his behalf, but no Supervisor may be entrusted by more than two Supervisors to attend one meeting of the Board of Supervisors. External Supervisors unable to attend a meeting shall appoint other External Supervisors to attend on their behalf. The proxy form shall indicate the name of proxy, matters to be handled, authority and validity period and be signed or sealed by the appointing supervisor.

Should a principal entrust another Supervisor to attend a meeting of the Board of Supervisors on his behalf, the principal must independently bear the legal responsibility for the decisions made by the proxy within the scope of authorization by the principal.

Article 32 In case a Supervisor fails to attend two consecutive meetings of the Board of Supervisors, neither in person nor by proxy, or the Supervisor cannot personally attend at least two thirds of the meetings of the Board of Supervisors in a year, he/she shall be deemed to have failed to fulfill his duties. The Board of Supervisors shall request the Shareholders' General Meeting or advise, by democratic processes of employees, to dismiss him.

External Supervisors shall work for the Bank for at least 15 working days a year.

Article 33 If a Supervisor needs to leave a meeting of the Board of Supervisors in process, he/she shall explain to the meeting chairman and ask for a leave. The Supervisor may entrust in writing other Supervisor to exercise the right of voting on the remaining proposals. Otherwise, he/she shall be deemed abstention from voting on such proposals.

Should a Supervisor leave a meeting of the Board of Supervisors in process, he/she shall be deemed to have failed to attend the meeting in person when counting whether the Supervisor has attended the meeting personally according to Article 33 of the Rules.

Section V Holding of Meetings

Article 34 Meetings of the Board of Supervisors shall be convened and presided by the Chairman of the Board of Supervisors. If the Chairman is unable to or refuses to perform his/her responsibility of convening and presiding over a meeting of the Board of Supervisors, the meeting shall be convened and presided by a Supervisor appointed by more than half of all Supervisors.

Upon re-election of the Board of Supervisors by the Shareholders' General Meeting, a meeting shall be presided by the Supervisor receiving most affirmative votes at the Shareholders' General Meeting (in case of more than one Supervisor, electing one of them), to elect the Chairman of the Board of Supervisors.

Article 35 Meetings of the Board of Supervisors can be held on the spot, or via telephone, video or circulation of written proposal. Circulation of written proposal refers to the way of meeting under which the proposals are reviewed and resolved by delivery to respective person or pass-on. Regular meetings shall not be held by circulation of written proposal.

If a meeting of the Board of Supervisors is held via telephone or video, the Supervisors attending the meeting shall be ensured that they can clearly hear other Supervisors' speeches and communicate with them. The meeting of the Board of Supervisors held in such a manner shall be recorded on tape or film.

Article 36 The meeting chairman shall open the meeting at the preset time. After opening of a meeting, Supervisors present shall first reach a consensus on the agenda.

After the Supervisors present reach a consensus on the agenda, the meeting presided by the chairman shall review the proposals one by one.

Article 37 When a meet of the Board of Supervisors reviews relevant proposals and reports, it may require the Chairman, the President and other Senior Management members, and internal and external auditors to attend the meeting as non-voting attendees, to provide necessary explanations for relevant matters, and respond to the concerns of the Board of Supervisors.

Section VI Voting, Resolutions and Minutes

Article 38 When a meeting of the Board of Supervisors reviews proposals, all Supervisors present must express opinions of voting for, against or abstaining. Each Supervisor has one vote.

The proxy appointed shall exercise the principal's rights within the scope of authority. Supervisors who fail to attend a meeting of the Board of Supervisors, neither in person nor by proxy, shall be deemed to have abstained from voting at the meeting.

Article 39 For any matter discussed at a meeting of the Board of Supervisors, the meeting, in general, shall make a resolution. Any resolution shall not take effect unless being voted for by more than two thirds of all Supervisors.

Article 40 The Board of Supervisors neither reviews the temporary proposals unmentioned in the meeting notice, nor makes a resolution on any matter not included in the agenda. When emergencies need to be reviewed and determined at a meeting of the Board of Supervisors, the meeting chairman shall put the temporary proposal to the vote at the meeting, and review it at the meeting after being voted for by more than half of all Supervisors. Where a resolution needs to be made, the vote of the proxy appointed shall not be deemed as a valid vote since he/she fails to be authorized by the principal in advance to vote on the newly added proposal, unless similar authorization commitment has been made in the power of attorney for the proxy.

Article 41 Voting at a meeting of the Board of Supervisors may take the form of raising hands or registered ballot, and all Supervisors attending the meeting can only vote for, against or abstain from voting. Once a proposal is voted, the ballot shall be counted on the spot by tally clerks or automatically by system, and the voting results shall be announced by the meeting chairman on the spot and put on record.

Article 42 When a meeting of the Board of Supervisors is held via telephone or video and Supervisors can not sign the minutes at the meeting, voice vote shall be taken, and the written signatures shall be made as soon as possible after the meeting. Voice vote by Supervisors shall have the equal effect with written signatures, provided that the written signatures after the meeting must be identical with voice vote at the meeting. In case of inconsistency between written signatures and voice vote, the latter shall prevail.

If a meeting of the Board of Supervisors is held via circulation of written proposal, the Supervisors present or their entrusted Supervisors shall write down their opinions of approving, disapproving or abstaining from the proposal. Once the number of the signed Supervisors in favor of the proposal meets the quorum required for resolution adoption, as defined in the Articles of Association of the Bank, the proposal shall become a resolution of the Board of Supervisors.

The Supervisory Board Office shall inform all Supervisors of the voting results of the meeting of the Board of Supervisors within five days, which have been reviewed and signed by the Chairman of the Board of Supervisors.

Article 43 The Board of Supervisors shall keep detailed meeting minutes as the formal certificate for resolutions adopted by it. The whole process of a meeting of the Board of Supervisors can be taped where necessary.

The minutes of a meeting of the Board of Supervisors shall include:

- i. Numbering, venue and time of meeting;
- ii. Name of convener and chairman;
- iii. Names of Supervisors attending the meeting and names of principals and proxies going through entrusted attendance formalities;

- iv. Proposals reviewed at the meeting and highlights of speeches of Supervisors (subject to the written feedback of Supervisors if the meeting is held by circulation of written proposals);
- v. Voting method and result of each matter resolved on (the voting result shall include the number of votes for, votes against and abstentions); and
- vi. Other matters Supervisors present consider recordable.

The Supervisory Board Office shall assign personnel to record and sort out the items discussed at the meeting. Minutes of the meeting of the Board of Supervisors shall be provided to all Supervisors present for review within five (5) days after the meeting is closed. Any Supervisor who proposes to revise and add the minutes shall give their opinions in writing within one (1) week upon receipt of the minutes. After the minutes are finalized, the Supervisors present or their representatives and the recorder shall sign the minutes, and Supervisors have the right to record qualified opinions on the minutes. If a Supervisor holds a dissenting opinion of the minutes, he/she may make a written statement when signing the minutes. If necessary, the Supervisor shall report to the regulatory authorities in a timely manner or may make a public announcement.

If a Supervisor neither signs the minutes pursuant to the aforesaid clause nor makes a written statement of his/her dissenting opinions, reports to the regulatory authorities or makes a public announcement, the Supervisor shall be deemed to fully agree to the minutes.

Minutes of the meeting of the Board of Supervisors shall be kept as the Bank's archives in accordance with the Bank's archives management rules.

Chapter IV Disclosure of Information on Meetings of the Board of Supervisors

Article 44 After the meeting of the Board of Supervisors, the Bank shall submit the resolutions of the Board to the stock exchange in the listing place according to the requirements of the stock exchange, and make an announcement of the resolutions after they have been registered by the stock exchange. Resolutions of the meeting of the Board of Supervisors shall be signed by the Supervisors present.

Article 45 The matters discussed by or resolutions of a meeting of the Board of Supervisors shall be disclosed by the Board of Directors in a timely and accurate manner according to regulatory requirements on information disclosure, and information disclosure involving significant events shall also be filed with relevant regulatory authorities as required.

Article 46 The announcement of resolutions of the Board of Supervisors shall include:

- i. Time, venue and form of meeting, and the description of compliance/noncompliance with relevant laws, administrative regulations, regulatory documents and the Articles of Association of the Bank;

- ii. Number and names of Supervisors attending by proxy or absent, reasons for absence, and names of Supervisors under entrustment;
- iii. Number of votes in favor, against and abstention on each proposal, and Supervisors' reasons for casting against or abstention; and
- iv. Specific contents of the matters reviewed and the resolutions adopted at the meeting.

Article 47 The attendees and other persons in the know shall be obligated to keep secret relevant contents of the meetings of the Board of Supervisors that are required to be held in confidence, and the Bank has the right to investigate the responsibilities of the persons who violate this clause.

Chapter V Implementation and Feedback of Resolutions of the Board of Supervisors

Article 48 The Board of Supervisors may form resolutions and make suggestions to the Board of Directors and the Shareholders' General Meeting, and the Board of Directors shall organize relevant departments to implement these resolutions and suggestions.

Article 49 With respect to a resolution of the Board of Supervisors, the Board of Supervisors has the right to require relevant personnel or departments to report on the implementation results of relevant matters within the specified period.

Article 50 The Supervisory Board Office shall, under the leadership of the Board of Supervisors, take the initiative to understand the implementation results of relevant resolutions, and report to make suggestions to the Board of Supervisors in time.

Article 51 Relevant departments and personnel of the Bank shall actively implement various resolutions of the Board of Supervisors. In case of delay, buckpassing or impediment of resolution implementation by any person, the Board of Supervisors shall propose to investigate his/her responsibilities.

Article 52 If a resolution adopted by the Board of Supervisors involves proposal to convene an interim meeting of the Board of Supervisors, an extraordinary Shareholders' Meeting or submission of a temporary proposal to the Shareholders' General Meeting, the Board of Supervisors shall submit the agenda items and complete proposal to the Board of Directors, and ensure the proposal contents comply with laws, administrative regulations, rules and the Articles of Association of the Bank.

Chapter VI Supplementary Provisions

Article 52 Unless otherwise specified, the terms used in the Rules shall have the same

meanings with their references in the Articles of Association of the Bank.

Article 54 Unless otherwise stated hereunder and there is no ambiguity in the context, the references "more than", "within", "at least" and "prior to" hereunder shall all include the number immediately following them; the references "less than" and "lower than" shall exclude the number immediately following them.

Article 55 If any matters unmentioned herein or any law, administrative regulation, rule or the Articles of Association of the Bank are inconsistent with the Rules, the law, administrative regulation, rule or the Articles of Association of the Bank shall prevail.

Article 56 The Rules shall be interpreted by the Board of Supervisors.

Article 57 The Rules shall be formulated and amended by the Board of Supervisors, and come into effect after being approved by the Shareholders' General Meeting.