



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 2007

Reference is made to the Notice of Annual General Meeting for the Year 2007 dated 18 April 2008 (the “**Notice**”) which sets out the venues of the Annual General Meeting for the Year 2007 (the “**AGM**”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) and contains the resolutions to be tabled before the AGM of the Bank for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of the Bank, which will be held as originally scheduled at the Four Seasons Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong and at the Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC concurrently by video conference at 9:30 a.m. on Thursday, 5 June 2008, will consider and, if thought fit, pass the following resolutions, which were submitted to the Bank by the Ministry of Finance of the People’s Republic of China and Central SAFE Investments Limited (both controlling shareholders of the Bank holding approximately 70.66% in aggregate of the shares of the Bank) in compliance with the laws, in addition to the resolutions set out in the Notice:

Ordinary Resolutions:

- 8 To consider and appoint Mr. Zhao Lin as a supervisor of the Bank.
- 9 To consider and approve an increase in the proposed level of external donations for the year ending 31 December 2008 and authorise the Board of Directors of the Bank to approve the amount of donations for supporting the areas affected by the Wenchuan Earthquake on 12 May 2008.

In addition, taking into account the fact that the relevant PRC regulatory authority is in the process of formulating relevant policies and regulations to govern the management of the remuneration of directors, supervisors and senior management of banks in the PRC, the Board passed a resolution on 22 May 2008 to withdraw Resolution 7 in the Notice — “To consider and approve the remuneration contracts for directors and supervisors of the Bank for 2008, the remuneration contracts for directors and supervisors of the Bank for 2007 and the remuneration calculations for directors and supervisors of the Bank for 2007” and such resolution will not be submitted to the AGM for shareholders’ approval.

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

Beijing, the PRC
22 May 2008

Notes:

- (1) The biographical details of Mr. Zhao Lin are set out below:

Mr. Zhao Lin, male, aged 53, served as the vice president of China Construction Bank Hubei Branch from February 1991 to February 1992, the deputy general manager of the administrative office of the Head Office of China Construction Bank from February 1992 to December 1992, the general manager of the administrative office of the Head Office of China Construction Bank from December 1992 to February 1995, the chief auditor of China Construction Bank from February 1995 to September 2002, in charge of compliance matters, and the vice president of China Construction Bank from September 2002 to September 2004. Mr. Zhao Lin has been the executive director and vice president of China Construction Bank since September 2004. Majoring in business and economic administration, Mr. Zhao Lin graduated from Zhongnan University of Economics and Law in 1986. Mr. Zhao Lin is a senior economist.

Save as disclosed above, Mr. Zhao Lin has not held any other directorships in any listed public companies in the last three years and has not held any positions with the Bank and other members of the Bank's group. Further, Mr. Zhao Lin is not connected with any directors, senior management or substantial or controlling shareholders of the Bank and do not have any interests in the shares of the Bank within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance. Mr. Zhao Lin has not entered into any service contract with the Bank which provides for a specified length of service. According to the Bank's articles of association, the term of each supervisor is 3 years and supervisors are eligible for re-election upon completion of their term. Pursuant to the Bank's articles of association, the remuneration of supervisors shall be determined by the shareholders' general meeting.

Save as disclosed herein, there are no other matters relating to the election of Mr. Zhao Lin that need to be brought to the attention of the shareholders nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

- (2) The increase in the proposed level of external donations for the year ending 31 December 2008 includes the donation of RMB22 million for supporting the southern areas of China which were affected by the snow storm disaster in the early spring of 2008 and the donations made to support areas affected by the Wenchuan Earthquake on 12 May 2008, and the Board of Directors of the Bank shall, if Resolution 9 is duly passed, be authorised to determine the appropriate amount.
- (3) A supplemental proxy form in respect of the ordinary resolutions numbered 8 and 9 mentioned above is enclosed with this notice.
- (4) The AGM of the Bank will be held concurrently at the Four Seasons Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong and at the Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC. Holders of H shares of the Bank may elect to attend the AGM and vote at one of the above venues. 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.
- (5) Please refer to the Notice for details in respect of other resolutions to be passed and the report of the board of directors of the Bank to be listened to at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members, procedures for demanding a poll to vote on resolutions and other relevant matters. Please note that the item — "To listen to the report on the implementation of the Rules of Authorisation to the Board of Directors of the Bank by the Shareholders", which was originally numbered 9 in the Notice shall be renumbered as item 10.

As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YANG Kaisheng, Mr. ZHANG Furong and Mr. NIU Ximing as executive directors, Mr. FU Zhongjun, Mr. KANG Xuejun, Mr. SONG Zhigang, Mr. WANG Wenyan, Ms. ZHAO Haiying, Mr. ZHONG Jian'an and Mr. Christopher A. COLE as non-executive directors, Mr. LEUNG Kam Chung, Antony, Mr. John L. THORNTON, Mr. QIAN Yingyi and Mr. XU Shanda as independent non-executive directors.