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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 ANNUAL GENERAL MEETING FOR THE YEAR 2008

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2008 (“AGM”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) will be held at the Four Seasons Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong and at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC concurrently by video conference on Monday, 25 May 2009 at 9:30 a.m. to consider and, if thought fit, to pass the following resolutions, and to listen to the reports of the Independent Directors and the Board of Directors of the Bank on items 12 and 13 below:

As Ordinary Resolutions:

- 1 To consider and approve the 2008 Work Report of the Board of Directors of the Bank.
- 2 To consider and approve the 2008 Work Report of the Board of Supervisors of the Bank.
- 3 To consider and approve the Bank's 2008 audited accounts.
- 4 To consider and approve the Bank's 2008 profit distribution plan.
- 5 To consider and approve the Bank's 2009 fixed assets investment budget.
- 6 To re-appoint Ernst & Young as international auditors of the Bank for 2009 and Ernst & Young Hua Ming as domestic auditors of the Bank for 2009 for the term from the passing of this resolution until the conclusion of the next annual general meeting and to fix the aggregate audit fees for 2009 at RMB153 million (including but not limited to disbursements such as travelling expenses, accommodation expenses and telecommunications charges).
- 7 To consider and approve the remuneration calculations for directors and supervisors of the Bank for 2008.

As a Special Resolution:

- 8 “**THAT** the proposed amendments to the Articles of Association of Industrial and Commercial Bank of China Limited as set out in Appendix I to the circular of the Bank dated 9 April 2009 be and are hereby approved and the Board of Directors of the Bank be and is hereby authorised to make amendments to the Articles of Association of the Bank which may be necessary as China Banking Regulatory Commission and other regulatory authorities may require.”

As Ordinary Resolutions:

- 9 “**THAT** the proposed amendments to the Rules of Procedures for Shareholders’ General Meeting of Industrial and Commercial Bank of China Limited as set out in Appendix II to the circular of the Bank dated 9 April 2009 be and are hereby approved and the Board of Directors of the Bank be and is hereby authorised to make corresponding amendments to the Rules of Procedures for the Shareholders’ General Meeting pursuant to the Articles of Association of the Bank as finally approved.”
- 10 “**THAT** the proposed amendments to the Rules of Procedures for the Board of Directors of Industrial and Commercial Bank of China Limited as set out in Appendix III to the circular of the Bank dated 9 April 2009 be and are hereby approved and the Board of Directors of the Bank be and is hereby authorised to make corresponding amendments to the Rules of Procedures for the Board of Directors pursuant to the Articles of Association of the Bank as finally approved.”
- 11 “**THAT** the proposed amendments to the Rules of Procedures for the Board of Supervisors of Industrial and Commercial Bank of China Limited as set out in Appendix IV to the circular of the Bank dated 9 April 2009 be and are hereby approved and the Board of Supervisors of the Bank be and is hereby authorised to make corresponding amendments to the Rules of Procedures for the Board of Supervisors pursuant to the Articles of Association of the Bank as finally approved.”

Other Items:

- 12 To listen to the 2008 Work Report of Independent Directors of the Bank.
- 13 To listen to the report on the implementation of the Rules of Authorisation to the Board of Directors of the Bank by the Shareholders.

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

Beijing, the PRC
9 April 2009

Notes:

(1) Circular

Details of the resolutions to be considered at the AGM are set out in the circular of the Bank dated 9 April 2009, including information regarding the fixed assets investment budget for 2009, the remuneration calculations for the Directors and Supervisors for 2008, and the proposed amendments to the Articles of Association, the Rules of Procedures for the Shareholders' General Meeting, the Rules of Procedures for the Board of Directors and the Rules of Procedures for the Board of Supervisors, of the Bank. Details of the proposed amendments to the Articles of Association, the Rules of Procedures for the Shareholders' General Meeting, the Rules of Procedures for the Board of Directors and the Rules of Procedures for the Board of Supervisors, of the Bank are set out in Appendices I, II, III and IV to the circular, respectively.

(2) 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 Saturday, 25 April 2009 to Monday, 25 May 2009 (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, 24 April 2009 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 Friday, 24 April 2009.

(3) Recommendation of dividend and closure of register of members

The board of directors of the Bank has recommended a dividend of RMB0.165 per share for the year ended 31 December 2008 and, if such dividend is declared by the shareholders passing Resolution 4, it is expected to be paid to those shareholders whose names appear on the register of members of the Bank on Wednesday, 3 June 2009. The register of members of H Shares will be closed from Friday, 29 May 2009 to Wednesday, 3 June 2009 (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 Wednesday, 27 May 2009.

(4) 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 Rooms 1806–07, 18th 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 she/he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

(5) Reply Slip

Shareholders who intend to attend the AGM in person or by proxy should return the reply slip by hand, by fax or by post to the Bank's Board of Directors' Office or Computershare Hong Kong Investor Services Limited on or before Tuesday, 5 May 2009. The Bank's Board of Directors' Office is located at No. 55 Fuxingmennei Avenue, Xicheng District, Beijing 100032, PRC (Tel: (86 10) 6610 8400), Fax: (86 10) 6610 6139). The address of Computershare Hong Kong Investor Services Limited is Rooms 1806–07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

(6) Other business

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..

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. HUAN Huiwu, Mr. GAO Jianhong, Ms. LI Chunxiang, Mr. LI Jun, Mr. LI Xiwen, Mr. WEI Fusheng and Mr. Christopher A. COLE as non-executive directors, Mr. LEUNG Kam Chung, Antony, Mr. QIAN Yingyi, Mr. XU Shanda and Mr. WONG Kwong Shing, Frank as independent non-executive directors.