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**If you have sold or transferred** all your shares in Industrial and Commercial Bank of China Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING  
FOR THE YEAR 2008**

Reference is made to the Notice of Annual General Meeting for the Year 2008 dated 9 April 2009 (the “**Notice**”) which sets out the venues of the Annual General Meeting for the Year 2008 (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 B3 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 Monday, 25 May 2009, will consider and, if thought fit, pass the following resolutions, which were submitted to the Bank by Central SAFE Investments Limited (the shareholder of the Bank holding approximately 35.4% of the shares of the Bank) in compliance with the laws, in addition to the resolutions set out in the Notice:

**As Ordinary Resolutions:**

- 12 To consider and appoint Ms. Dong Juan as an external supervisor of the Bank.
- 13 To consider and appoint Mr. Meng Yan as an external supervisor of the Bank.

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

Beijing, the PRC  
11 May 2009

## Notes:

- (1) Pursuant to the relevant provisions of the articles of association of the Bank, the terms of office of existing supervisors of the Bank, namely Mr. Wang Daocheng and Mr. Miao Gengshu, have expired. The shareholder of the Bank, namely Central SAFE Investments Limited, nominated Ms. Dong Juan and Mr. Meng Yan as candidates for the post of external Supervisors.

Biographical details of the candidates proposed to be appointed as supervisors at the AGM of the Bank are set out below:

DONG Juan (董娟), female, PRC national, was born in May 1952. Ms. Dong Juan is currently the Chairman of the Board of Directors of Grandchina International Consulting Co., Ltd.. She previously served several positions including the Deputy Head and Head of the Foreign Trade Division of Commerce and Trade Department of the Ministry of Finance from 1984 to 1994, Director-General of the Enterprise Affairs Department of the State Administration of State-owned Assets from 1994 to 1998 and Director-General of the Evaluation Department of the Ministry of Finance from 1998 to 2000. At present, Ms. Dong Juan concurrently serves as the independent director of Shanghai Qiangsheng Holding Co., Ltd., Sinotex Investment & Development Co., Ltd., Huda Technology & Education Development Co., Ltd. and The Ming An (Holdings) Company Limited. Ms. Dong Juan graduated from the Trade and Economics Department of the Shanxi College of Finance and Economics in 1978 and graduated from the Monetary Banking Department of Dongbei University of Finance and Economics with a Master's degree in economics in 1997. Ms. Dong Juan holds the qualification of Certified Public Accountant (non-practising member).

MENG Yan (孟焰), male, PRC national, was born in August 1955. Mr. Meng Yan is currently the Dean, Professor and Supervisor of doctorate students in the Department of Accountancy of Central University of Finance and Economics, the Executive Director of the Accounting Society of China, China Audit Society and the Banking Accounting Society of China, the member of the Steering Committee on Teaching and Learning of Business Administration Disciplines of Higher Education Institutions under the Ministry of Education and the member of the National Accounting Master Education Steering Committee. From 1982 he worked for Central University of Finance and Economics and served as the Deputy Director, Director, Lecturer and Associate Professor of the Department of Accountancy. He was also the Expert Consultant of the Accounting Standards Committee of the Ministry of Finance for accounting standards, the Expert Consultant of the Ministry of Finance for independent auditing standards and the Expert Consultant of the Ministry of Finance for enterprise performance evaluation. At present, Mr. Meng Yan concurrently serves as the independent director of China Merchants Property Development Company, Beijing North Star Company Limited, Beijing Bashi Media Co., Ltd. and Jolimark Holdings Limited. Mr. Meng Yan graduated from the Research Institute for Fiscal Science of the Ministry of Finance with a Doctorate degree in economics and also received the special government allowance from the State Council in 1997.

Except as stated above, none of the above supervisor candidates has held any other directorships in any listed public companies in the last three years. Further, none of the above supervisor candidates has any relationship with any directors, senior management or substantial shareholders or controlling shareholders of the Bank and none of them has any interests in the shares of the Bank within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance. According to the articles of association of the Bank, the term of each supervisor is 3 years and supervisors are eligible for re-election upon completion of their term. Pursuant to the articles of association of the Bank, the remuneration of external supervisors shall be determined by the shareholders' general meeting. Each year, a remuneration plan for directors and supervisors of the Bank will be submitted to the board of directors of the Bank for consideration and such plan is subject to approval by shareholders' general meeting.

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

- (2) A supplemental proxy form in respect of the ordinary resolutions numbered 12 and 13 mentioned above is enclosed with this circular.
- (3) 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 B3 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.
- (4) Please refer to the Notice for details in respect of other resolutions to be passed and the reports of the independent directors and 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 and other relevant matters. Please note that the items — "To listen to the 2008 Work Report of Independent Directors of the Bank" and "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 were originally numbered 12 and 13, respectively, in the Notice shall be renumbered as items 14 and 15, respectively.

*As at the date of this circular, 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.*