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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Industrial and Commercial Bank of China Limited will be held at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Friday, 27 November 2009 at 9:30 a.m. to consider and, if thought fit, to pass, with or without modifications, the following resolutions:

Special Resolution

1 “THAT

- (i) a voluntary tender offer (“**Voluntary Tender Offer**”) to be made by Industrial and Commercial Bank of China Limited (the “**Bank**”) for all the outstanding ordinary shares (and, if applicable, preference shares) of ACL BANK Public Company Limited (including 306,264,561 ordinary shares of ACL BANK Public Company Limited which Bangkok Bank Public Company Limited has agreed to sell to the Bank) at an offer price of 11.5 Baht per share be and is hereby approved and that the board of directors of the Bank (the “**Board**”) be authorised to do all such acts and things which are desirable or necessary in order to implement the Voluntary Tender Offer, provided that the authorisation granted to the Board in this paragraph (i) can be further delegated by the Board to senior management of the Bank; and
- (ii) the Board be authorised to decide whether to pursue delisting of the shares of ACL BANK Public Company Limited from the Stock Exchange of Thailand and for such purpose, following completion of the Voluntary Tender Offer, a subsequent voluntary tender offer for delisting to be made by the Bank for all the outstanding shares of ACL BANK Public Company Limited at an offer price to be determined by the Board or senior management of the Bank be and is hereby approved and that the Board be authorised to do all such acts and things which are desirable or necessary in order to implement such voluntary tender offer for delisting, provided that the authorisation granted to the Board in this paragraph (ii) can be further delegated by the Board to senior management of the Bank.”

Ordinary Resolutions

- 2 To consider and appoint Sir Malcolm Christopher McCarthy as an independent non-executive director of the Bank.
- 3 To consider and appoint Mr. Kenneth Patrick Chung as an independent non-executive director of the Bank.

Other Item

- 4 To listen to the “2009 First Half-Yearly Report on the Implementation of the Rules of Authorisation to the Board of Directors of the Bank by the Shareholders’ General Meeting (Tentative)”.

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

Beijing, the PRC
12 October 2009

Notes:

(1) Closure of register of members and eligibility for attending the EGM

Holders of H shares of the Bank (“**H Shares**”) are advised that the register of members will be closed from Wednesday, 28 October 2009 to Friday, 27 November 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 Tuesday, 27 October 2009 are entitled to attend the EGM.

Holders of H Shares who wish to attend the EGM 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 Tuesday, 27 October 2009.

(2) Proxy

Shareholders entitled to attend and vote at the EGM 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 EGM 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 EGM if she/he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

(3) Reply slip

Shareholders who intend to attend the EGM 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 Saturday, 7 November 2009. The Bank’s Board of Directors’ Office is located at No. 55 Fuxingmennei Avenue, Xicheng District, Beijing 100140, 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).

(4) Other business

The EGM is expected to last for an hour. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identification documents.

The EGM starts at 9:30 a.m.. Registration for admission to the EGM will take place from 8:30 a.m. to 9:30 a.m..

(5) Biographical details of proposed directors

Malcolm Christopher McCarthy (also known as Callum McCarthy), male, British nationality, was born in February 1944.

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 between 1972 and 1985. He subsequently worked as an investment banker for Kleinwort Benson and Barclays Bank, acting as the senior executive for the latter in first Japan and then North America. He served as Chairman and Chief Executive of Ofgem from November 1998 to September 2003, and Chairman of the Financial Services Authority (FSA) from September 2003 to September 2008. Currently Sir M.C. McCarthy serves as a non-executive director of HM Treasury, and also Trustee of Said Business School and Governor of University of Greenwich.

Sir M.C. McCarthy was a MA History at Merton College of Oxford University, PhD Economics of Stirling University, and MS Business at Graduate School of Business of Stanford University. And he is an Honorary Fellow of Merton College, an Honorary Doctor of the University of Stirling and of City University, and the Freeman of the City of London.

Kenneth Patrick Chung, male, British nationality, was born in April 1957.

Mr. Chung joined Deloitte Haskins and Sells London Office in 1980. Mr. Chung became a partner of PricewaterhouseCoopers in 1992, and was a financial service specialist of PricewaterhouseCoopers (Hong Kong and China) since 1996. He was the human resources partner (Hong Kong) of PricewaterhouseCoopers from 2000 to 2004, the responsible partner of the audit department of PricewaterhouseCoopers (Hong Kong and China) from 2005 to 2006, and the global responsible partner of the audit engagement team for Bank of China Limited from 2006 to June 2009. From 2000 to 2007, Mr. Chung was the honorary treasurer of Community Chest of Hong Kong and a member of the Ethics Committee, Limitation of Professional Liability Committee and 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.. Mr. Chung retired from PricewaterhouseCoopers on 30 June 2009. Currently, Mr. Chung serves as a member of the Executive Council of The World Wide Fund For Nature Hong Kong and the honorary treasurer of International Social Service Hong Kong Branch.

Mr. Chung received his bachelor's degree in economics from the University of Durham in 1980. He is a member of the Institute of Chartered Accountants in England and Wales (1984), a practising member of the Hong Kong Society of Accountants (1992) and a member of the Macau Society of Certified Practising Accountants (1996).

Except as stated above, Sir M.C. McCarthy and Mr. Kenneth Patrick Chung have not held any other directorships in any listed public companies in the last three years. Further, Sir M.C. McCarthy and Mr. Kenneth Patrick Chung do not have any relationship with any directors, senior management or substantial shareholders or controlling shareholders of the Bank, and neither 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 director is 3 years and directors are eligible for re-election upon completion of their term.

Sir M.C. McCarthy and Mr. Kenneth Patrick Chung will be entitled to a basic annual allowance of RMB300,000 in accordance with the allowance policy adopted at the Shareholders' meeting of the Bank held on 21 March 2007. Such allowance will be payable quarterly on a time pro-rata basis for any non full year's service. Depending on their positions to be held in various board committees of the Board, Sir M.C. McCarthy and Mr. Kenneth Patrick Chung will also be entitled to additional allowance of RMB30,000 per annum for being a member of each of the strategy committee, the audit committee, the risk management committee, the nomination committee, the compensation committee and the related party transactions control committee and additional allowance of RMB50,000 per annum for being the chairman of each of such committees.

Save as disclosed herein, there are no other matters relating to the election of Sir M.C. McCarthy and Mr. Kenneth Patrick Chung 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 the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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 and Mr. WEI Fusheng 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.