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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 Thursday, 8 April 2010 at 9:30 a.m. to consider and, if thought fit, to pass, with or without modifications, the following resolutions:

### **Ordinary Resolutions**

- 1 To consider and appoint Ms. Wang Lili as an executive director of the Bank.
- 2 To consider and approve the fixed assets investment budget of the Bank for 2010.

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

Beijing, the PRC  
22 February 2010

*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 Tuesday, 9 March 2010 to Thursday, 8 April 2010 (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 Monday, 8 March 2010 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 Monday, 8 March 2010.

## **(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 17M 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 he/she 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 Friday, 19 March 2010. 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 17M 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 director**

Wang Lili (王麗麗), female, PRC national, was born in April 1951.

Ms. Wang Lili has served as Vice President of the Bank since October 2005. She was appointed as Vice President upon joining Industrial and Commercial Bank of China in November 2000. She previously served several positions at Bank of China including deputy general manager of the Credit Department One, general manager of the Credit Management Department,

general manager of the Risk Management Department and assistant to president of Bank of China. She also previously served as Chairlady of Bank of China (Canada) and Yien Yieh Commercial Bank Ltd. (Hong Kong), respectively. Currently, she is China's representative of APEC Business Advisory Council, a member of APEC World Women Leaders' Organization, a board member of International Swaps and Derivatives Association, Vice Chairlady of China Chamber of International Commerce, Vice Chairlady of the board of directors of Industrial and Commercial Bank of China (Asia) Limited, Chairlady of the board of directors of ICBC (London) Limited, Vice Chairlady of China Society of International Finance, and Vice Chairlady of National Debt Association of China. Ms. Wang graduated from Nankai University and received an MBA degree in International Finance from University of Birmingham, UK.

Except as stated above, Ms. Wang Lili has not held any other directorships in any listed public companies in the last three years. Further, Ms. Wang Lili does not have any relationship with any directors, senior management or substantial shareholders or controlling shareholders of the Bank, and she does not have 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.

Ms. Wang Lili, as an executive director of the Bank, will not receive any directors' fees and will only receive remuneration for being senior management of the Bank, where such remuneration is determined with reference to the operating results of the Bank and Ms. Wang's performance in fulfilling her duties. Remuneration to be received by Ms. Wang Lili mentioned above includes salaries, allowances, discretionary bonuses and other benefits. Each year the compensation committee of the board of directors of the Bank will propose a remuneration calculation plan for directors and supervisors of the Bank, which shall be submitted to the board of directors of the Bank for consideration and is subject to approval by the shareholders' general meeting. Details of the remuneration of the directors are available in the Bank's annual report.

Save as disclosed herein, there are no other matters relating to the election of Ms. Wang Lili 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.

*As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YANG Kaisheng and Mr. ZHANG Furong 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, Mr. WONG Kwong Shing, Frank, Sir Malcolm Christopher MCCARTHY and Mr. Kenneth Patrick CHUNG as independent non-executive directors.*