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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 2009

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2009 (“AGM”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) will be held at the Grand Ballroom, Grand Hyatt Hong Kong, 1 Harbour Road, 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 Tuesday, 18 May 2010 at 2:30 p.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 11 and 12 below:

As Ordinary Resolutions:

- 1 To consider and approve the 2009 Work Report of the Board of Directors of the Bank.
- 2 To consider and approve the 2009 Work Report of the Board of Supervisors of the Bank.
- 3 To consider and approve the Bank's 2009 audited accounts.
- 4 To consider and approve the Bank's 2009 profit distribution plan.
- 5 To consider and approve the re-appointment of Ernst & Young and Ernst & Young Hua Ming as auditors of the Bank for 2010 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 2010 at RMB159.60 million.
- 6 To consider and approve the Capital Management Plan of Industrial and Commercial Bank of China Limited for Years 2010 to 2012 as set out in Appendix 1 to the circular of the Bank dated 2 April 2010.

As Special Resolutions:

7 “THAT:

- (1) subject to paragraph (3) below, the Board of Directors of the Bank be and is hereby unconditionally given approval to exercise, during the Relevant Period (as defined below), all powers of the Bank to separately or concurrently authorise, issue and deal with the newly issued A Shares and H Shares of the Bank (collectively, the “**Shares**”), and to enter into or grant offers, agreements and options (including warrants, convertible bonds and any other securities carrying rights of subscription for or conversion into Shares) that are required or may be required for the allotment and issuance of the Shares;
- (2) subject to the approval under paragraph (1) above and subject to paragraph (3) below, the Board of Directors of the Bank be and is hereby authorised to enter into or grant, during the Relevant Period (as defined below), offers, agreements and options (including warrants, convertible bonds and any other securities carrying rights of subscription for or conversion into Shares) which require or may require Shares to be allotted and issued after the expiry of the Relevant Period, and to authorise, issue and deal with the Shares that are required or may be required to be allotted and issued under such offers, agreements and options;
- (3) the respective aggregate amounts of A Shares and H Shares authorised, issued and dealt with or conditionally or unconditionally agreed to be authorised, issued and dealt with by the Board of Directors of the Bank in accordance with the approvals granted under paragraphs (1) and (2) above shall not exceed 20% of the respective amounts of existing A Shares and H Shares as at the date of the passing of this special resolution;
- (4) for the purpose of this special resolution, “Relevant Period” means the period from the date of passing this special resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Bank;
 - (ii) the expiration of the 12-month period from the date of passing of this special resolution; and
 - (iii) the date on which the authority granted to the Board of Directors of the Bank set out in this special resolution is revoked or varied by a special resolution of the shareholders of the Bank in a general meeting;
- (5) the Board of Directors of the Bank be and is hereby authorised to deal with matters relating to the increase in the registered capital of the Bank to reflect the number of Shares to be issued by the Bank pursuant to this special resolution and to make such appropriate and necessary amendments to the provisions of the Articles of Association of the Bank relating to the issuance of Shares and the registered capital as they think fit and necessary and to take any other action and complete any formality required to effect the increase in the registered capital of the Bank.

Upon approval of the proposal in respect of general mandate to issue shares being passed at a shareholders' general meeting of the Bank and approvals from relevant PRC authorities being obtained, all proceeds from issuance will, after deduction of expenses relating to the issuance, be directly and fully used to replenish the capital base of the Bank.

To enhance decision making efficiency and ensure successful issuance, the Board of Directors of the Bank may delegate to relevant directors of the Bank the power to deal with all matters relating to the issuance.”

- 8 “**THAT** each of the following items in respect of the proposed public issuance and listing of the A Share convertible corporate bonds (the “**Convertible Bonds**”) as set out in Appendix 2 to the circular of the Bank dated 2 April 2010 be and is hereby considered and individually approved, and be implemented subject to approvals of relevant applications having been granted by the relevant governmental authorities in the People’s Republic China:

- (1) Type of securities to be issued
- (2) Issue size
- (3) Nominal value and issue price
- (4) Term
- (5) Interest rate
- (6) Timing and method of interest payment
- (7) Conversion period
- (8) Method for determining the number of Shares for conversion
- (9) Determination and adjustment of CB Conversion Price
- (10) Downward adjustment to CB Conversion Price
- (11) Terms of redemption
- (12) Terms of sale back
- (13) Dividend rights of the year of conversion
- (14) Method of issuance and target investors
- (15) Subscription arrangement for the existing holders of A Shares
- (16) CB Holders and CB Holders’ meetings

- (17) Use of proceeds from the issuance of the Convertible Bonds
- (18) Special provisions in relation to supplementary capital
- (19) Security
- (20) The validity period of the resolution in respect of the issuance of the Convertible Bonds
- (21) Matters relating to authorisation in connection with the issuance of the Convertible Bonds”

As Ordinary Resolutions:

- 9 To consider and approve the Feasibility Analysis Report on Use of Proceeds from the Public Issuance of A Share Convertible Corporate Bonds as set out in Appendix 3 to the circular of the Bank dated 2 April 2010.
- 10 To consider and approve the Report on Utilisation of Proceeds from Previous Issuances as set out in Appendix 4 to the circular of the Bank dated 2 April 2010.

Other Items:

- 11 To listen to the 2009 Work Report of Independent Directors of the Bank.
- 12 To listen to the report on the implementation of the Rules of Authorisation to the Board of Directors of the Bank by the Shareholders for 2009.

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

Beijing, the PRC
2 April 2010

Notes:

(1) Shareholders' Circular

Details of resolutions nos. 6, 8, 9 and 10 above are set out in the circular (“**Circular**”) of the Bank dated 2 April 2010. Unless otherwise defined in this notice, capitalised terms used in this notice shall have the same meanings as those defined in the Circular.

(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 Sunday, 18 April 2010 to Tuesday, 18 May 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 Friday, 16 April 2010 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, 16 April 2010.

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

The Board of Directors of the Bank has recommended a dividend of RMB0.17 per share (pre-tax) for the year ended 31 December 2009 and, if such dividend is declared by the shareholders passing resolution no. 4, it is expected to be paid on or about Friday, 25 June 2010 to those shareholders whose names appear on the register of members of the Bank on Wednesday, 26 May 2010. The register of members of H Shares will be closed from Friday, 21 May 2010 to Wednesday, 26 May 2010 (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 Thursday, 20 May 2010.

(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 authorizing 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 Shares 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 AGM if 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 Wednesday, 28 April 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).

(6) Other issues

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 2:30 p.m.. Registration for admission to the AGM will take place from 1:00 p.m. to 2:30 p.m..

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.