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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 THE SECOND EXTRAORDINARY GENERAL MEETING OF 2010

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of 2010 (“**Second Extraordinary General Meeting of 2010**”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) will be held at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Wednesday, 15 September 2010 at 2:30 p.m. to consider and, if thought fit, to pass the following resolutions:

As Special Resolutions:

- 1** To consider and individually approve each of the following resolutions on the proposed Rights Issue of A Shares and H Shares by the Bank:
 - 1.1** Types and nominal value of securities to be issued (*Note 2*)
 - 1.2** Proportion and number of Shares to be issued (*Note 3*)
 - 1.3** Subscription Price and the basis for price determination (*Note 4*)
 - 1.4** Target subscribers for the Rights Issue (*Note 5*)
 - 1.5** Amount and use of proceeds (*Note 6*)
 - 1.6** Effective period of the resolutions (*Note 7*)
 - 1.7** Authorisation for the Rights Issue (*Note 8*)

As Ordinary Resolutions:

- 2** To consider and approve the arrangements for the accumulated undistributed profits of the Bank prior to the completion of the Rights Issue of A Shares and H Shares.

- 3 To consider and approve the Feasibility Analysis Report on Use of Proceeds from the Rights Issue of A Shares and H Shares as set out in Appendix 1 to the Circular.
- 4 To consider and approve the Report on Utilisation of Proceeds from Previous Issuances as set out in Appendix 2 to the Circular.
- 5 To consider and approve the payment of remuneration to Directors and Supervisors for 2009.
- 6 To consider and approve the election of Mr. Xu Shanda as an independent non-executive Director.

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

Beijing, the PRC
29 July 2010

Notes:

1. Unless otherwise defined in this notice, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated 29 July 2010 (the “**Circular**”). For further details of each the resolutions, please refer to the Circular.
2. The types of securities to be issued by the Bank pursuant to the Rights Issue are A Shares and H Shares, which have a nominal value of RMB1.00 each.
3. The proportion of Shares to be issued pursuant to the Rights Issue will be up to 0.6 Rights Shares for every ten (10) existing shares of the Bank in issue. The ratio of Rights Issue for the A Shares and the H Shares shall be the same. The final ratio of the Rights Issue shall be determined by the Board having regard to market conditions and pursuant to the authorisation of the shareholders’ meetings. The A Share Rights Issue will be sold by selling agents on behalf of the Bank and the H Share Rights Issue will proceed on a fully underwritten basis.

The number of Shares to be issued pursuant to the A Share Rights Issue and the H Share Rights Issue shall be determined based on the total number of A Shares in issue after market closes on the A Share Record Date and the total number of H Shares in issue on the H Share Record Date, respectively. On the basis of 334,018,850,026 Shares of the Bank in issue as at 28 July 2010, it is expected to allot and issue no more than 20,041,131,000 Shares (comprising no more than 15,057,740,883 A Shares and no more than 4,983,390,117 H Shares) in total. The final number of Shares to be issued pursuant to the Rights Issue shall be determined by the Board prior to the Rights Issue in accordance with the proportion of Shares to be issued and the share capital structure of the Bank after market closes on the Record Date and pursuant to the authorisation of the shareholders’ meetings.

4. The Subscription Price is to be determined based on a discount to market price having regard to market conditions and the trading prices of the A Shares and the H Shares on the secondary markets before the publication of the Rights Issue announcement, provided that the Subscription Price will not be lower than the most recent audited net asset value per Share of the Bank before the Rights Issue as determined by a domestic auditor in accordance with PRC GAAP. The final Subscription Price shall be determined by the Board having regard to market conditions and pursuant to the authorisation of the shareholders’ meetings.

The Subscription Prices of the A Rights Shares and H Rights Shares shall be the same after exchange rate adjustment.

5. The target subscribers of A Shares to be offered in the A Share Rights Issue shall be all the A Shareholders of the Bank as set out in the register of members after market closes on the A Share Record Date, and the target subscribers of H Shares to be offered in the H Share Rights Issue shall be all the Qualified H Shareholders as determined on the H Share Record Date.

6. It is expected that the gross proceeds of the Rights Issue will be no more than RMB45.0 billion. The final amount of gross proceeds shall be determined by the Board based on the Subscription Price and number of Rights Shares to be issued at the time of the Rights Issue and pursuant to the authorisation of the shareholders' meetings. All the proceeds raised from the Rights Issue, after deduction of the expenses relating to the issuance, shall be used to strengthen the capital base of the Bank.
7. The resolutions on the proposed Rights Issue shall remain valid for a period of 12 months from the date on which the resolutions are approved by the Second Extraordinary General Meeting of 2010, the First A Shareholders Class Meeting of 2010 and the First H Shareholders Class Meeting of 2010.
8. To ensure smooth implementation of the Rights Issue, it will be proposed at the shareholders' meetings to authorise the Board, and the Board will then delegate the authority to the Chairman, the Vice Chairman and the President of the Bank, to jointly exercise the full power to handle matters relating to the Rights Issue under the framework and principles as deliberated and adopted by the shareholders at the shareholders' meetings and within the effective period of the resolutions in respect of the Rights Issue. The contents and scope of such authorisation shall include but not be limited to the following:
 1. to complete such procedures as application, examination and approval, registration, filing, obtaining clearance and consents with or from relevant domestic or overseas regulatory authorities, agencies and exchanges in connection with the Rights Issue;
 2. to formulate and implement the final plan for the Rights Issue, including but not limited to, determining the timing of the issue, the proportion and the number of Rights Shares to be issued, the Subscription Price, the amount of proceeds and all other relevant matters relating to the Rights Issue and, based on actual circumstances, market conditions, changes in policies and opinions of the regulatory authorities and exchanges, to adjust the proposal in respect of the Rights Issue accordingly;
 3. to execute, amend, deliver and implement all relevant agreements, contracts and documents relating to the Rights Issue (including but not limited to sponsorship and underwriting agreements, agreements relating to the proceeds from the issuance, announcement or circulars);
 4. upon completion of the Rights Issue, to handle matters related to the listing of the relevant shares on the Shanghai Stock Exchange and the Hong Kong Stock Exchange;
 5. upon completion of the Rights Issue, to amend the relevant provisions of the Articles relating to the Rights Issue and the registered capital of the Bank based on the status of implementation of the Rights Issue, and to deal with matters in relation to the approval of and the filing with approval authorities or the administration for industry and commerce of such amendments, the approval by and the registration with approval authorities or the administration for industry and commerce of the change in the registered capital; and
 6. to deal with other matters relating to the Rights Issue.

All members of the Board of Directors shall be informed promptly upon completion of the above items.

9. Closure of register of members and eligibility for attending the Second Extraordinary General Meeting of 2010

H Shareholders of the Bank are advised that the register of members will be closed from Monday, 16 August 2010 to Wednesday, 15 September 2010 (both days inclusive). H Shareholders whose names appear on the register of members of the Bank maintained in Hong Kong at the close of business on Friday, 13 August 2010 are entitled to attend the Second Extraordinary General Meeting of 2010.

H Shareholders who wish to attend the Second Extraordinary General Meeting of 2010 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, 13 August 2010.

10. Proxy

Shareholders entitled to attend and vote at the Second Extraordinary General Meeting of 2010 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 Second Extraordinary General Meeting of 2010 or any adjournment thereof (as the case may be) by H Shareholders. 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 Second Extraordinary General Meeting of 2010 if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

11. Reply Slip

Shareholders who intend to attend the Second Extraordinary General Meeting of 2010 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 Thursday, 26 August 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).

12. Other issues

The Second Extraordinary General Meeting of 2010 is expected to last for half a day. Shareholders (in person or by proxy) attending the Second Extraordinary General Meeting of 2010 are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the Second Extraordinary General Meeting of 2010 shall produce their identification documents.

The Second Extraordinary General Meeting of 2010 starts at 2:30 p.m.. Registration for admission to the Second Extraordinary General Meeting of 2010 will take place from 1:30 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 Ms. WANG Lili 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.