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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 THE SECOND EXTRAORDINARY GENERAL MEETING OF 2010**

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 29 July 2010 (the “**Circular**”) and the notice of the second extraordinary general meeting of 2010 of the Bank (the “**Second Extraordinary General Meeting of 2010**”) dated 29 July 2010 (the “**Notice**”), which set out the venue of the Second Extraordinary General Meeting of 2010 of the Bank and contain the resolutions to be tabled before the Second Extraordinary General Meeting of 2010 of the Bank for shareholders’ approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Second Extraordinary General Meeting of 2010, which will be held as originally scheduled 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., will consider and, if thought fit, pass the following resolution as an ordinary resolution, which was submitted to the Bank by Central Huijin Investment Ltd. (the shareholder of the Bank holding approximately 35.4% of the shares of the Bank) in compliance with the laws and the Articles of Association of the Bank, in addition to the resolutions set out in the Notice:

### **As Ordinary Resolution:**

- 7 To consider and appoint Mr. Li Xiaopeng as an executive director of the Bank.

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

Beijing, the PRC  
27 August 2010

## Notes:

- (1) To refine the corporate governance structure of the Bank and to fill vacancy of the board of directors of the Bank (the “**Board**”) on a timely basis, based on nomination made by the Board, Central Huijin Investment Ltd. (the shareholder of the Bank holding approximately 35.4% of the shares of the Bank) has submitted to the Bank the Proposal in relation to the Election of Mr. Li Xiaopeng as an Executive Director of the Bank on 27 August 2010 and proposed that such resolution be submitted to the Second Extraordinary General Meeting of 2010 for consideration. Accordingly, pursuant to relevant provisions of the Company Law of the People’s Republic of China and the articles of association of the Bank, the Board submits the aforementioned proposal submitted by Central Huijin Investment Ltd. to the Second Extraordinary General Meeting of 2010 for consideration. In addition, at the meeting of the Board held on 26 August 2010, the Board resolved and agreed to appoint Mr. Li Xiaopeng as a member of the Related Party Transactions Control Committee of the Board (subject to the approval of the election of Mr. Li Xiaopeng as an executive director of the Bank by shareholders at the Second Extraordinary General Meeting of 2010 and the approval of his qualification from the China Banking Regulatory Commission (“**CBRC**”). The appointment of Mr. Li Xiaopeng as an executive director and a member of the Related Party Transactions Control Committee of the Board shall become effective from the date on which the approval from CBRC in relation to his qualification has been obtained.

The biographical details of Mr. Li Xiaopeng is set out below:

Mr. Li Xiaopeng, male, PRC national, was born in May 1959.

Mr. Li Xiaopeng has served as Senior Executive Vice President of Industrial and Commercial Bank of China Limited since October 2005. He joined Industrial and Commercial Bank of China (“**ICBC**”) in 1984, and was appointed as Vice President of ICBC in September 2004. He previously served in several positions including Vice President of ICBC Henan Branch, General Manager of the Banking Department of ICBC Head Office, President of ICBC Sichuan Branch, Vice President of China Huarong Asset Management Corporation, and Assistant to President of ICBC and President of ICBC Beijing Branch. He has served concurrently as Chairman of Industrial and Commercial Bank of China (Almaty) Joint Stock Company, Chairman of Industrial and Commercial Bank of China (Middle East) Limited, Chairman of ICBC Financial Leasing Co., Ltd., Vice Chairman of China Urban Financial Society, Vice Chairman of China Society of Agricultural Finance, Head of the Financial Leasing Committee and the Development and Research Committee of China Banking Association.

Mr. Li graduated from Zhengzhou University and received a Doctorate degree in Economics from Wuhan University.

Except as stated above, Mr. Li Xiaopeng has not held any other directorships in any listed companies in the last three years. Further, Mr. Li Xiaopeng does not have any relationship with any directors, senior management or substantial shareholders or controlling shareholders of the Bank, nor holds 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. Mr. Li Xiaopeng, 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 Mr. Li’s performance in fulfilling his duties. Remuneration to be received by Mr. Li Xiaopeng mentioned above includes salaries, allowances, discretionary bonuses and other benefits. Each year the compensation committee of the Board will propose a remuneration calculation plan for directors and supervisors of the Bank, which shall be submitted to the Board for consideration and is subject to approval by shareholders at a shareholders’ general meeting. Details of the remuneration of the directors of the Bank is available in the Bank’s annual report.

Save as disclosed herein, there are no other matters relating to the election of Mr. Li Xiaopeng 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 resolution numbered 7 mentioned above is enclosed with the supplemental circular the Bank dated 27 August 2010.
- (3) Shareholders are entitled to appoint one or more proxies to attend the Second Extraordinary General Meeting of 2010, but only one of the proxies can be designated to vote at the Second Extraordinary General Meeting of 2010.
- (4) Please refer to the Notice for details in respect of other resolutions to be passed at the Second Extraordinary General Meeting of 2010, eligibility for attending the Second Extraordinary General Meeting of 2010, proxy, registration procedures, closure of register of members and other relevant matters.

*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.*