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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)

SECOND SUPPLEMENTAL NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2010

Reference is made to the circular dated 29 July 2010 and the Notice of the Second Extraordinary General Meeting of 2010 dated 29 July 2010 (the “**Notice**”), as well as the supplemental circular dated 27 August 2010 and the Supplemental Notice of the Second Extraordinary General Meeting of 2010 dated 27 August 2010 (the “**Supplemental Notice**”) of Industrial and Commercial Bank of China Limited (the “**Bank**”), which set out the venue of the Second Extraordinary General Meeting of 2010 (the “**Meeting**”) of the Bank and contain the resolutions to be tabled before the Meeting of the Bank for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Meeting of the Bank, which will be re-scheduled to 2:30 p.m. on Tuesday, 21 September 2010 at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC 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. (a 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 and the Supplemental Notice:

As Ordinary Resolution:

- 8** To consider and approve the Report of Industrial and Commercial Bank of China Limited on Utilisation of Proceeds from Previous Issuance (A Share Convertible Corporate Bonds) as set out in Appendix 1 to the Supplemental Circular.

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

Beijing, the PRC
7 September 2010

Notes:

- (1) Details of the resolution is set out in the supplemental circular of the Bank dated 7 September 2010 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Supplemental Circular.

- (2) As a result of the postponement of the Meeting, the period of closure of the register of members of the Bank for the purposes of determining the entitlement of holders of H Shares of the Bank to attend the Meeting will be extended from 15 September 2010 to 21 September 2010, both days inclusive, during which period no transfer of H Shares will be effected.
- (3) A new proxy form (the “**Second Proxy Form**”) containing resolution numbered 8 mentioned above is enclosed with the Supplemental Circular. If correctly completed and lodged with the H Shares registrar of the Bank before the Closing Time (as defined below), the Second Proxy Form shall supersede the proxy form issued by the Bank along with the Notice on 29 July 2010 (the “**Original Proxy Form**”) and the supplemental proxy form issued by the Bank along with the Supplemental Notice on 27 August 2010 (the “**Supplemental Proxy Form**”).
- (4) If you intend to appoint a proxy to attend for the Meeting, you are requested to complete the accompanying Second Proxy Form in accordance with the instructions printed thereon. To be valid, the Second Proxy Form together with the power of attorney or other authorisation document (if any) must be lodged at the H Shares registrar of the Bank, Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, by hand or by post not less than 24 hours before the time fixed for holding the Meeting or any adjournment thereof (as the case may be) (the “**Closing Time**”) by holders of H Shares. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the Meeting or at any adjournment thereof should you so wish, but in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) A shareholder who has not yet lodged the Original Proxy Form and/or the Supplemental Proxy Form with the H Shares registrar of the Bank is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy to attend the Meeting on his/her behalf. In this case, the Original Proxy Form and the Supplemental Proxy Form should not be lodged with the H Shares registrar of the Bank.
- (6) A shareholder who has already lodged the Original Proxy Form and/or the Supplemental Proxy Form with the H Shares registrar of the Bank should note that:
- (i) the Second Proxy Form lodged with the H Share registrar of the Bank before the Closing Time will revoke and supersede the Original Proxy Form and/or the Supplemental Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the shareholder if correctly completed;
 - (ii) if no Second Proxy Form is lodged with the H Share registrar of the Bank, the Original Proxy Form and/or the Supplemental Proxy Form will remain valid and effective to the fullest extent applicable if correctly completed. The proxy appointed under the Original Proxy Form and/or the Supplemental Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Meeting, including resolution numbered 8 mentioned above which was not set out in the Original Proxy Form and the Supplemental Proxy Form.
- (7) The Meeting of the Bank will be postponed to 2:30 p.m. on Tuesday, 21 September 2010 and be held at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC. Shareholders are entitled to appoint one or more proxies to attend the Meeting, but only one of the proxies can be designated to vote at the Meeting.
- (8) Please refer to the Notice and the Supplemental Notice for details in respect of other resolutions to be considered at the Meeting, eligibility for attending the Meeting, registration procedures 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.