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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 ANNUAL GENERAL MEETING FOR THE YEAR 2010**

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 13 April 2011 and the notice of the annual general meeting for the year 2010 of the Bank (the “**Annual General Meeting of 2010**”) dated 13 April 2011 (the “**Notice**”), which set out the venue of the Annual General Meeting of 2010 and contain the resolutions to be tabled before the Annual General Meeting of 2010 for shareholders’ approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Annual General Meeting of 2010, which will be held as originally scheduled at the Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, 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, 31 May 2011 at 9:30 a.m., will consider and, if thought fit, pass the following resolution as an ordinary resolution, which was submitted to the Bank together by the Ministry of Finance of the People’s Republic of China and Central Huijin Investment Ltd. (each being a shareholder holding approximately 35.3% and 35.4% of the shares of the Bank, respectively) 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:**

8 To consider and appoint Mr. Zhao Lin as a shareholder supervisor of the Bank.

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

Beijing, the PRC  
27 April 2011

## Notes:

- (1) The term of office of Mr. Zhao Lin, the existing Shareholder Supervisor of the Bank, will expire in June 2011. Pursuant to the relevant provisions of the Articles of Association of the Bank, the term of each supervisor is 3 years and supervisors are eligible for re-election upon completion of their term. On 25 April 2011, the Bank received the Proposal in relation to the Nomination of Mr. Zhao Lin as a Shareholder Supervisor of Industrial and Commercial Bank of China Limited from the Ministry of Finance of the People's Republic of China and Central Huijin Investment Ltd. (each being a shareholder holding approximately 35.3% and 35.4% of the shares of the Bank, respectively). Accordingly, pursuant to relevant requirements under laws and regulations and the Articles of Association of the Bank, the board of directors of the Bank submits the aforementioned proposal submitted by the Ministry of Finance of the People's Republic of China and Central Huijin Investment Ltd. to the Annual General Meeting of 2010 for consideration.

The biographical details of Mr. Zhao Lin are set out below:

Zhao Lin, male, PRC national, was born in August 1954.

Mr. Zhao has served as Chairman of the Board of Supervisors of the Bank since June 2008. He was appointed as Executive Director and Senior Executive Vice President of China Construction Bank in September 2004, and previously was Deputy Head of Hubei Branch, Deputy General Manager and General Manager of the Administrative Office of the Head Office, Chief Auditor, and Senior Executive Vice President of China Construction Bank. He graduated from Zhongnan University of Economics and Law, and received the Executive Master of Business Administration (EMBA) degree from Tsinghua University. He is a senior economist.

Except as stated above, Mr. Zhao Lin has not held any other directorships in any listed companies in the last three years. Further, Mr. Zhao Lin 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.

As mentioned above, according to the Articles of Association of the Bank, the term of each supervisor is 3 years and supervisors are eligible for re-election upon completion of their term. Pursuant to the Articles of Association of the Bank, the remuneration of supervisors shall be determined by the shareholders' general meeting. 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 shareholders at a shareholders' general meeting. Details of the remuneration of the supervisors 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. Zhao Lin 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 8 mentioned above is enclosed with the supplemental circular of the Bank dated 27 April 2011.
- (3) Shareholders are entitled to appoint one or more proxies to attend the Annual General Meeting of 2010, but only one of the proxies can be designated to vote at the Annual General Meeting of 2010.
- (4) Please refer to the Notice for details in respect of other resolutions to be passed at the Annual General Meeting of 2010, eligibility for attending the Annual General Meeting of 2010, proxy, registration procedures, closure of register of members and other relevant matters. Please note that the items — "To listen to the 2010 Work Report of Independent Directors of the Bank.", "To listen to the Report on the Implementation of the Plan on Authorisation of the Shareholders' General Meeting to the Board of Directors in 2010 of the Bank." and "To listen to the 2010 Assessment Report on the Performance of Duties of the Directors of the Bank.", which were originally numbered 8, 9 and 10, respectively, in the Notice shall be renumbered as items 9, 10 and 11, respectively.

*As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YANG Kaisheng, Ms. WANG Lili and Mr. LI Xiaopeng 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.*