

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 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 (the “**Circular**”), 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**”), the supplemental circular of the Bank dated 27 April 2011 (the “**Supplemental Circular**”) and the supplemental notice of the Annual General Meeting of 2010 dated 27 April 2011 (the “**Supplemental 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, which was submitted to the shareholders’ general meeting of the Bank by Central Huijin Investment Ltd. (being a shareholder holding approximately 35.4% of the shares of the Bank) as entrusted by the Bank and in compliance with the laws and the Articles of the Bank, in addition to the resolutions set out in the Notice and Supplemental Notice:

As Ordinary Resolution:

- 9 To consider and approve the payment of remuneration to directors and supervisors of the Bank for 2010.

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

Beijing, the PRC
19 May 2011

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.
2. On 18 May 2011, Central Huijin Investment Ltd. (being a shareholder holding approximately 35.4% of the shares of the Bank), as entrusted by the Bank, submitted “The Proposal on the Payment of Remuneration to Directors and Supervisors for 2010 of Industrial and Commercial Bank of China Limited” to the shareholders’ general meeting of the Bank for consideration. Pursuant to relevant provisions of the laws, regulations and the Articles, the Board presented the aforementioned interim proposal submitted by China Huijin Investment Ltd. to the Annual General Meeting of 2010 for consideration. An ordinary resolution will be proposed at the Annual General Meeting of 2010 to approve the payment of remuneration to directors and supervisors of the Bank for the year ended 31 December 2010.

Details of the proposal on the payment of remuneration to directors and supervisors of the Bank for 2010 are set out below:

Unit: RMB10,000

					Contribution by the employer to social insurance and welfare plans, housing allowances, etc.	Total remuneration before tax for 2010 ^{Note 1}	Of which: Deferred payment ^{Note 2}	Actual amount of remuneration paid (pre-tax) for 2010
Name	Position	Fees	Basic Salary	Performance- based salary				
		1	2	3	4	5=1+2+3+4	6	7=5-6
Jiang Jianqing	Chairman of the Board of Directors	—	42.75	121.41	31.9	196.06	60.83	135.23
Yang Kaisheng	Vice Chairman of the Board of Directors, Executive Director	—	38.48	109.28	41.63	189.39	54.75	134.64
Zhao Lin	Chairman of the Board of Supervisors	—	37.62	106.84	32.09	176.55	53.53	123.02
Wang Lili	Executive Director	—	36.34	102.84	28.7	167.88	51.52	116.36
Li Xiaopeng	Executive Director	—	36.34	102.84	28.7	167.88	51.52	116.36
Huan Huiwu	Non-executive Director	—	—	—	—	—	—	—
Gao Jianhong		—	—	—	—	—	—	—
Li Chunxiang		—	—	—	—	—	—	—
Li Jun		—	—	—	—	—	—	—
Li Xiwen		—	—	—	—	—	—	—
Wei Fusheng		—	—	—	—	—	—	—
Leung Kam Chung, Antony	Independent Non-executive Director ^{Note 3}	50	—	—	—	50	—	—
Qian Yingyi		49	—	—	—	49	—	—
Xu Shanda ^{Note 4}		—	—	—	—	—	—	—
Wong Kwong Shing, Frank		47	—	—	—	47	—	—
Malcolm Christopher McCarthy		39.17	—	—	—	39.17	—	—
Kenneth Patrick Chung		38.25	—	—	—	38.25	—	—
Wang Chixi	Shareholder Supervisor ^{Note 5}	—	26.51	75.29	20.89	122.69	—	122.69
Dong Juan	External Supervisor ^{Note 6}	30	—	—	—	30	—	—
Meng Yan		28	—	—	—	28	—	—
Zhang Wei	Employee Supervisor ^{Note 7}	5	—	—	—	5	—	—
Zhu Lifei ^{Note 9}		1.25	—	—	—	1.25	—	—
Resigned director and supervisor during the year								
Zhang Furong ^{Note 8}	Executive Director	—	21.2	60.21	13.88	95.29	30.17	65.12
Chang Ruiming ^{Note 9}	Employee Supervisor	3.75	—	—	—	3.75	—	—

Notes:

- (1) The remuneration before tax payable to the Chairman of the Board of Directors, the President, the Chairman of the Board of Supervisors and other directors and supervisors of the Bank set out in the table above represents the total amount of remuneration for each of these individuals for 2010.
- (2) Pursuant to relevant government regulations, as part of the total remuneration before tax payable to the Chairman of

the Board of Directors, the President, the Chairman of the Board of Supervisors and other executive directors for 2010, payment of 50% or more of the performance-based salary will be deferred. The deferred amount will be accrued in the Bank's accounts and withheld from the payment of remuneration to the said individuals for 2010. The deferred payment will be made having regard to the operating performance and status for the years 2011 to 2013, and the proportion payable each year will be one-third of the amount.

- (3) The basis for determining the amount of allowance to be paid to the independent non-executive directors of 2010 is that each independent non-executive director is entitled to a basic allowance of RMB300,000 per person per annum. Each independent non-executive director will also be entitled to an additional allowance of RMB50,000 per annum for being a chairman of each of the special board committees, an additional allowance of RMB40,000 per annum for being a vice chairman of each of the special board committees and an additional RMB30,000 per annum for being a member of each of the special board committees.
 - (4) Pursuant to relevant regulations, Mr. Xu Shanda, an independent non-executive director, did not receive any allowance from the Bank since 1 July 2008.
 - (5) The total remuneration before tax for 2010 for the shareholder supervisor is determined based on actual duties and responsibilities of such individual.
 - (6) The allowance (pre-tax) for the external supervisors for 2010 is determined based on the allowance policy adopted at the first extraordinary general meeting of 2007 of the Bank and with reference to the actual duties and responsibilities of such individuals.
 - (7) The allowance (pre-tax) for the employee supervisors for 2010 is calculated as 20% of the basic allowance of the external supervisor and determined based on actual duties and responsibilities of such individuals, and excludes remuneration received by these supervisors for other roles assumed in the Bank.
 - (8) The total remuneration before tax for 2010 for Mr. Zhang Furong represents the remuneration received by Mr. Zhang in respect of the period when he acted as the Executive Director of the Bank from January to July 2010.
 - (9) Mr. Zhu Lifei was appointed as an Employee Supervisor of the Bank in September 2010 and Mr. Chang Ruiming resigned from his position as an Employee Supervisor of the Bank in September 2010.
3. A second supplemental proxy form in respect of the ordinary resolution numbered 9 mentioned above is enclosed with the second supplemental circular of the Bank dated 19 May 2011. The proxy form issued by the Bank along with the Circular on 13 April 2011 (the “**Original Proxy Form**”) and the supplemental proxy form issued by the Bank along with the Supplemental Circular on 27 April 2011 (the “**Supplemental Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H share registrar of the Bank.
 4. 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. For the avoidance of doubt, should the proxies being appointed to attend the Annual General Meeting of 2010 under each of the Original Proxy Form, the Supplemental Proxy Form and/or the second supplemental proxy form are different and more than one of the proxies attended the Annual General Meeting of 2010, only the proxy validly appointed under the first proxy form which have been lodged with the H share registrar of the Bank shall be designated to vote at the Meeting.
 5. Please refer to the Notice and Supplemental 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 10, 11 and 12, 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.