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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 EXTRAORDINARY GENERAL MEETING

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 10 October 2011 and the notice of the extraordinary general meeting (the “**EGM**”) dated 10 October 2011 (the “**Notice**”), which set out the time and venue of the EGM and contain the resolutions to be tabled before the EGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN (i) that the EGM, will be rescheduled to 9:30 a.m. on Tuesday, 29 November 2011 at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC; (ii) due to personal reasons, Mr. Rafael Junior Hui has withdrawn from the election process as independent non-executive director of the Bank. Accordingly, Resolution 5 in the Notice — “To consider and approve the appointment of Mr. Rafael Junior Hui as independent non-executive director of the Bank” will be withdrawn and such resolution will not be submitted to the EGM for shareholders’ approval; and (iii) to consider and, if thought fit, pass the following supplemental resolutions as ordinary resolutions, which were 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:

Ordinary Resolutions:

- 7 To consider and approve the appointment of Mr. Huan Huiwu as non-executive director of the Bank.
- 8 To consider and approve the appointment of Ms. Wang Xiaoya as non-executive director of the Bank.
- 9 To consider and approve the appointment of Ms. Ge Rongrong as non-executive director of the Bank.
- 10 To consider and approve the appointment of Mr. Li Jun as non-executive director of the Bank.

- 11 To consider and approve the appointment of Mr. Wang Xiaolan as non-executive director of the Bank.
- 12 To consider and approve the appointment of Mr. Yao Zhongli as non-executive director of the Bank.

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

Beijing, the PRC
12 November 2011

Notes:

- (1) Details of the abovementioned resolutions are set out in the supplemental circular of the Bank dated 12 November 2011 (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 EGM, the period of closure of the register of members of the Bank for the purposes of determining the entitlement of holders of Shares of the Bank to attend the EGM will be extended from 24 November 2011 to 29 November 2011, both days inclusive, during which period no transfer of Shares will be effected.
- (3) Please note that the item which was originally numbered 5 in the Notice and the proxy form issued by the Bank along with the Notice on 10 October 2011 (the “**Original Proxy Form**”) is deleted and the items — “To consider and approve the appointment of Mr. Tian Guoqiang as independent non-executive director of the Bank” and “To consider and approve the appointment of Ms. Wang Chixi as shareholder supervisor of the Bank”, which were originally numbered 6 and 7 in the Notice and the proxy form shall be renumbered as items 5 and 6, respectively.
- (4) A new proxy form (the “**Second Proxy Form**”) containing resolutions numbered 7 to 12 mentioned above is enclosed with the Supplemental Circular. If correctly completed and lodged with the H Share registrar of the Bank before the Closing Time (as defined below), the Second Proxy Form shall supersede the Original Proxy Form.
- (5) If you intend to appoint a proxy to attend the EGM, 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 Share 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 EGM 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 EGM or at any adjournment thereof should you so wish, but in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (6) A Shareholder who has not yet lodged the Original Proxy Form with the H Share registrar of the Bank is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy to attend the EGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with the H Share registrar of the Bank.
- (7) A Shareholder who has already lodged the Original Proxy Form with the H Share 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 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 will remain valid and effective to the fullest extent applicable if correctly completed. The proxy appointed under the Original 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 EGM, including the additional resolutions numbered 7 to 12 mentioned above which were not set out in the Original Proxy Form.

- (8) The EGM will be postponed to 9:30 a.m. on Tuesday, 29 November 2011 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 EGM, but only one of the proxies can be designated to vote at the EGM.
- (9) Please refer to the Notice for details in respect of other resolutions to be considered at the EGM, eligibility for attending the EGM, registration procedures and other relevant matters.

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.