



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)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) will be held at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Thursday, 24 November 2011 at 9:30 a.m. to consider and, if thought fit, to pass the following resolutions:

### **SPECIAL RESOLUTION:**

**1 “THAT:**

- (i) the proposed new issue by the Bank, within the amount limit permitted by regulatory requirements, of subordinated bonds in a total amount not exceeding RMB70 billion and with maturities of not less than five years in order to increase the capital be and is hereby approved;
- (ii) the board of directors of the Bank be authorised (with authority to delegate to the President of the Bank) to determine the key matters in relation to the subordinated bonds including the timing of the issue, the issue size, the bond maturity, the interest rates, the issue price, the currency of the bonds, the place of the issue (including the PRC or overseas), the target subscribers, the method of issue and the terms of repayment according to the specific circumstances, to execute relevant documents and to attend to the handling procedures, including the application and approval procedures with the relevant regulatory authorities, in relation to the issue and repayment of the subordinated bonds.

This resolution shall be effective from the date of the passing of this resolution at the EGM until 30 June 2012”.

### **ORDINARY RESOLUTIONS:**

- 2 To consider and approve the appointment of Mr. Jiang Jianqing as executive director of the Bank.
- 3 To consider and approve the appointment of Mr. Yang Kaisheng as executive director of the Bank.
- 4 To consider and approve the appointment of Mr. Wong Kwong Shing, Frank as independent non-executive director of the Bank.

- 5 To consider and approve the appointment of Mr. Rafael Junior Hui as independent non-executive director of the Bank.
- 6 To consider and approve the appointment of Mr. Tian Guoqiang as independent non-executive director of the Bank.
- 7 To consider and approve the appointment of Ms. Wang Chixi as shareholder supervisor of the Bank.

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

Beijing, the PRC  
10 October 2011

*Notes:*

**(1) Closure of register of members and eligibility for attending the EGM**

Holders of H shares of the Bank (“**H Shares**”) are advised that the register of members will be closed from Tuesday, 25 October 2011 to Thursday, 24 November 2011 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Bank maintained in Hong Kong at the close of business on Monday, 24 October 2011 are entitled to attend the EGM.

Holders of H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Rooms 1712–16, 17 Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Monday, 24 October 2011.

**(2) Proxy**

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Bank.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.

To be valid, the 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 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) by holders of H Shares. The H Share registrar of the Bank is Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the EGM if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

**(3) Reply Slip**

Shareholders who intend to attend the EGM in person or by proxy should return the reply slip by hand or by post to the Bank’s Board of Directors’ Office or Computershare Hong Kong Investor Services Limited on or before Friday, 4 November 2011. The Bank’s Board of Directors’ Office is located at No. 55 Fuxingmennei Avenue, Xicheng District, Beijing 100140, PRC (Tel: (86 10) 6610 8400), Fax: (86 10) 6610 6139). The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

**(4) Other issues**

The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identification documents.

The EGM starts at 9:30 a.m.. Registration for admission to the EGM will take place from 8:30 a.m. to 9:30 a.m..