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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)

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2011

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2011 (“AGM”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) will be held 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 Thursday, 31 May 2012 at 9:30 a.m. to consider and, if thought fit, to pass the following resolutions, and to listen to the reports set out in items 8 to 9 below:

As Ordinary Resolutions:

- 1 To consider and approve the 2011 Work Report of the Board of Directors of the Bank.
- 2 To consider and approve the 2011 Work Report of the Board of Supervisors of the Bank.
- 3 To consider and approve the Bank's 2011 audited accounts.
- 4 To consider and approve the Bank's 2011 profit distribution plan.
- 5 To consider and approve the re-appointment of Ernst & Young and Ernst & Young Hua Ming as external auditors of the Bank for 2012 for the term from the passing of this resolution until the conclusion of the next annual general meeting and to fix the aggregate audit fees for 2012 at RMB165.6 million.
- 6 To consider and approve the appointment of Ms. Dong Juan as external supervisor of the Bank.
- 7 To consider and approve the appointment of Mr. Meng Yan as external supervisor of the Bank.

Other Items:

- 8 To listen to the 2011 Work Report of Independent Directors of the Bank.

- 9 To listen to the Report on the Implementation of the Plan on Authorisation of the Shareholders' General Meeting to the Board of Directors in 2011 of the Bank.

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

Beijing, the PRC
16 April 2012

Notes:

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

Holders of H shares of the Bank (“**H Shares**”) are advised that the register of members will be closed from Tuesday, 1 May 2012 to Thursday, 31 May 2012 (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, 30 April 2012 are entitled to attend the AGM.

Holders of H Shares who wish to attend the AGM 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, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Monday, 30 April 2012.

(2) Recommendation of dividend and closure of register of members

The board of directors of the Bank has recommended a dividend of RMB0.203 per share (pre-tax) for the year ended 31 December 2011 and, if such dividend is declared by the shareholders passing Resolution 4, it is expected to be paid on or about 12 July 2012 to those shareholders whose names appear on the register of members of the Bank after close of trading on Wednesday, 13 June 2012. The register of members of H Shares will be closed from Friday, 8 June 2012 to Wednesday, 13 June 2012 (both days inclusive). In order to be entitled to the dividend, holders of H Shares who 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, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Thursday, 7 June 2012.

(3) Proxy

Shareholders entitled to attend and vote at the AGM 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 AGM 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 AGM if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

(4) **Reply Slip**

Shareholders who intend to attend the AGM 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, 11 May 2012. 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).

(5) **Other issues**

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

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

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, Ms. WANG Xiaoya, Ms. GE Rongrong, Mr. LI Jun, Mr. WANG Xiaolan and Mr. YAO Zhongli 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.