



中国工商银行

INDUSTRIAL AND COMMERCIAL BANK OF CHINA

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 (“**Company**”) will be held at The Westin Beijing Financial Street, 9B Financial Street, Xicheng District, Beijing, the People's Republic of China at 9:30 a.m. on 21 March 2007 to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 2 February 2007 (the “**Circular**”):

Ordinary Resolutions:

- 1 “**THAT** the amended Procedural Rules of Shareholders' General Meeting as set out in Appendix I to the Circular and as produced to this meeting marked “A” and initialled by the Chairman for the purpose of identification be and are hereby approved.”
- 2 “**THAT** the amended Procedural Rules of the Board as set out in Appendix II to the Circular and as produced to this meeting marked “B” and initialled by the Chairman for the purpose of identification be and are hereby approved.”
- 3 “**THAT** the amended Procedural Rules of the Supervisory Committee as set out in Appendix III to the Circular and as produced to this meeting marked “C” and initialled by the Chairman for the purpose of identification be and are hereby approved.”
- 4 “**THAT** (a) the purchase of directors' and officers' liability insurance for the directors, supervisors and senior management of the Company be and is hereby approved; (b) the aggregate insured amount of the insurance policy shall be USD50 million for one year's coverage and the insurance premium shall not exceed USD1.487 million; and (c) the Board and such persons authorised by the Board be and is hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the purchase of the insurance.”
- 5 “**THAT** the following standard policy for determining the amount of allowance to be paid to the independent non-executive directors and external supervisors of the Company be and is hereby adopted:
 - (a) each of the independent non-executive directors of the Company shall be entitled to a basic annual allowance of RMB300,000;
 - (b) each of the external supervisors of the Company shall be entitled to a basic annual allowance of RMB250,000;
 - (c) members of each of the strategy committee, audit committee, risk management committee, nomination and compensation committee and related party transactions control sub-committee of the Board shall be entitled to an additional allowance of RMB30,000 per annum and chairmen of such committees shall be entitled to an additional allowance of RMB50,000 per annum;

- (d) members of the supervision committee shall be entitled to an additional allowance of RMB30,000 per annum and the chairman of such committee shall be entitled to an additional allowance of RMB50,000 per annum;
 - (e) all allowances shall be payable quarterly on a time pro-rata basis for any non full year's service."
- 6 "THAT the following remuneration plan for the internal supervisors of the Company be and is hereby adopted:
- (a) the aggregate remuneration of the chairman for 2006 shall be RMB1,180,000;
 - (b) the aggregate remuneration of the specialised supervisor for 2006 shall be RMB900,000;
 - (c) the allowance of the employees' representative supervisor for 2006 shall be RMB40,000."

By Order of the Board
Dr. PAN Gongsheng
Company Secretary

Beijing, the PRC
2 February 2007

Notes:

(1) Corporate governance documents

The amended Procedural Rules of Shareholders' General Meeting, the amended Procedural Rules of the Board and the amended Procedural Rules of the Supervisory Committee are set out in Appendices I, II and III to the Circular, respectively. The procedural rules are written in Chinese. The English version of the Appendices is an unofficial translation and is for reference only. In case of any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

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

Holders of H Shares are advised that the register of members will be closed from Monday, 19 February 2007 to Wednesday, 21 March 2007 (both days inclusive) during which period, no transfer of H Shares will be effected. Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong at the close of business on Friday, 16 February 2007 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 Company, 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 4:00 p.m., Friday, 16 February 2007.

(3) 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 Company.

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 authorisations document must be notarised.

To be valid, the proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the Company's Board of Directors' Office (in respect of holders of A Shares) in person 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 Company's Board of Directors' Office is located at No. 55 Fuxingmennei Avenue Xicheng District, Beijing 100032, PRC. In order to be valid, the said documents must be lodged at the H share registrar of the Company within the abovementioned period by holders of H Shares. The H share registrar of the Company is Computershare Hong Kong Investor Services Limited, whose address is at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of this proxy form will not preclude a shareholder from attending and voting in person at the EGM if she/he so wishes.

(4) Reply Slip

Shareholders who intend to attend the EGM in person or by proxy should return the reply slip in person, by post or by fax to the Company's Board of Directors' Office (for holders of A Shares) or Computershare Hong Kong Investor Services Limited (for holders of H shares) on or before 1 March 2007. The Company's Board of Directors' Office is located at No. 55 Fuxingmennei Avenue, Xicheng District, Beijing 100032, PRC (Tel: (86 10) 6610 8608, Fax: (86 10) 6610 6139). The address of Computershare Hong Kong Investor Services Limited is 46th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

(5) Other business

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 identity documents.

As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YANG Kaisheng, Mr. ZHANG Furong, and Mr. NIU Ximing as executive directors, Mr. FU Zhongjun, Mr. KANG Xuejun, Mr. SONG Zhigang, Mr. WANG Wenyan, Ms. ZHAO Haiying, Mr. ZHONG Jian'an and Mr. Christopher A. COLE as non-executive directors, Mr. LEUNG Kam Chung, Antony, Mr. John L. THORNTON, and Mr. QIAN Yingyi as independent non-executive directors.

*Please also refer to the published version of this announcement in **South China Morning Post**.*