



# 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 of the shareholders of Industrial and Commercial Bank of China Limited will be held at 9:30 a.m. on Friday, 26 October 2007, at the Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC (the “**EGM**”) for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution as a Special Resolution:

### Special Resolution

- 1A **“THAT** the sale and purchase agreement dated 29 August 2007 (the “**Sale and Purchase Agreement**”) entered into among Industrial and Commercial Bank of China Limited (“**ICBC**”) as purchaser and Sociedade de Turismo e Diversões de Macau, S.A. and Huen Wing Ming, Patrick as Sellers (collectively the “**Sellers**”), a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “A”, pursuant to which ICBC (or its nominees) agreed to acquire (i) an aggregate of 119,900 ordinary shares in Seng Heng Bank Limited (representing 79.9333% of the total issued share capital of Seng Heng Bank Limited) from the Sellers and (ii) the 200 shares in Seng Heng Capital Asia Limited (a subsidiary of Seng Heng Bank Limited) held by Dr. Ho Hung Sun, Stanley and Huen Wing Ming, Patrick for a cash consideration of MOP4,683,311,229.44, and all transactions contemplated thereunder be and are hereby generally and unconditionally.”
- B **“THAT** the shareholders’ agreement to be entered into among ICBC, Huen Wing Ming, Patrick and Seng Heng Bank Limited, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “B” (the “**Shareholders’ Agreement**”), pursuant to which, among other things, certain rights, including a put option over 30,100 ordinary shares of Seng Heng Bank Limited, are granted to Huen Wing Ming, Patrick and a call option over the same shares is granted to ICBC, and all transactions contemplated thereunder be and are hereby generally and unconditionally approved. The Shareholders’ Agreement shall be executed upon the completion of the acquisition under the Sale and Purchase Agreement.”

By Order of the Board  
**Dr. Pan Gongsheng**  
*Company Secretary*

Beijing, the PRC 10 September 2007

## **Notes:**

### **(1) 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 Wednesday, 26 September 2007 to Friday, 26 October 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 ICBC maintained in Hong Kong at the close of business on Tuesday, 25 September 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 ICBC, 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., Tuesday, 25 September 2007.

### **(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.

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 document 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 ICBC 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) by holders of H Shares. The H Share registrar of ICBC is Computershare Hong Kong Investor Services Limited, whose address is at Rooms 1806–07, 18th 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 she/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 in person, but post or by fax to ICBC's Board of Directors' Office or Computershare Hong Kong Investor Services Limited on or before Saturday, 6 October 2007. ICBC's Board of Directors' Office is located at No.55 Fuxingmennei Avenue, Xicheng District, Beijing 100032, PRC (Tel: (86 10) 6610 8400, Fax: (86 10) 6610 6139). The address of Computershare Hong Kong Investor Services Limited is Rooms 1806–07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

### **(4) Other business**

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.*