
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Industrial and Commercial Bank of China Limited, you should at once hand this circular together with the accompanying form of proxy and the reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular is for the sole purpose of the extraordinary general meeting of Industrial and Commercial Bank of China Limited and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.



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)

ACQUISITION OF SENG HENG BANK

A notice convening the EGM to be held at the Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Friday, 26 October 2007 at 9:30 a.m. is set out in pages 13 to 14 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holder of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to ICBC's Board of Directors' Office on or before 6 October 2007.

10 September 2007

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“A Shares”	domestic shares of RMB1.00 each in the share capital of ICBC which are listed on the Shanghai Stock Exchange
“Acquisition”	the acquisition by ICBC (or its nominees) of (i) an aggregate 79.9333% of the share capital of SHB from the Sellers and (ii) the 200 shares in SHCA held by Mr. Huen and Dr. Ho pursuant to the Sale and Purchase Agreement
“AMCM”	the Monetary Authority of Macau (Autoridade Monetária de Macau)
“Board”	the board of directors of ICBC
“CBRC”	China Banking Regulatory Commission (中國銀行業監督管理委員會)
“Completion”	the completion of the Acquisition contemplated under the Sale and Purchase Agreement
“Completion Accounts”	a consolidated balance sheet of SHB and its subsidiaries as at the date of Completion, prepared in accordance with the same accounting policies and practices adopted by SHB for the year ended 31 December 2006
“Directors”	directors of ICBC
“Dr. Ho”	Dr. Ho Hung Sun, Stanley, the chairman of SHB and the chairman of SHCA
“EGM”	the extraordinary general meeting of ICBC to be convened for the purpose of considering and approving the Acquisition and the Shareholders’ Agreement, the notice of which is set out in pages 13 to 14 of this circular
“H Shares”	overseas listed foreign shares of RMB1.00 each in the share capital of ICBC which are listed on The Stock Exchange of Hong Kong Limited and traded in Hong Kong dollars
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“ICBC”	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 PRC and the H Shares and A Shares of which are listed on The Stock Exchange of Hong Kong Limited (stock code: 1398) and the Shanghai Stock Exchange, respectively
“IFRS”	International Financial Reporting Standards

DEFINITIONS

“Latest Practicable Date”	30 August 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Macau”	Macau Special Administrative Region of PRC
“MOP”	Macau Pataca, the lawful currency of Macau
“Mr. Huen”	Mr. Huen Wing Ming, Patrick, a director of Seng Heng Bank and a director of SHCA
“Net Book Value”	the aggregate book value of all the assets of SHB and its subsidiaries minus the aggregate book value of all liabilities of SHB and its subsidiaries as at Completion as determined or agreed in the Completion Accounts
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreement”	the sale and purchase agreement dated 29 August 2007 entered into between ICBC and the Sellers in relation to the Acquisition
“Sellers”	STDM and Mr. Huen
“Shareholders’ Agreement”	the shareholders’ agreement to be entered into among Mr. Huen, ICBC and SHB pursuant to the terms of the Sale and Purchase Agreement
“SHB”	Seng Heng Bank Limited, a banking company incorporated in Macau
“SHCA”	Seng Heng Capital Asia Limited, a company incorporated in Macau and a subsidiary of Seng Heng Bank
“Shareholders”	holders of A Shares and/or H Shares
“STDM”	Sociedade de Turismo e Diversões de Macau, S.A., a company incorporated in Macau
“Supervisors”	supervisors of ICBC

Unless otherwise specified, this circular contains translations between HK\$ and MOP at HK\$1.00 to MOP1.0300, the prevailing rate on 28 August 2007. The translation is not a representation that the HK\$ and MOP amounts could actually be converted at such rate, if at all.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Jiang Jianqing
Mr. Yang Kaisheng
Mr. Zhang Furong
Mr. Niu Ximing

Registered Office:

No. 55 Fuxingmennei Avenue
Xicheng District, Beijing 100032
PRC

Non-executive Directors:

Mr. Fu Zhongjun
Mr. Kang Xuejun
Mr. Song Zhigang
Mr. Wang Wenyan
Ms. Zhao Haiying
Mr. Zhong Jian'an
Mr. Christopher A. Cole

Place of Business in Hong Kong:

33/F, ICBC Tower
3 Garden Road
Central, Hong Kong

Independent non-executive Directors:

Mr. Leung Kam Chung, Antony
Mr. John L. Thornton
Mr. Qian Yingyi

10 September 2007

To the Shareholders

Dear Sir or Madam,

ACQUISITION OF SENG HENG BANK

INTRODUCTION

On 29 August 2007, the Board announced that ICBC had entered into the Sale and Purchase Agreement, pursuant to which ICBC agreed to acquire an aggregate of 119,900 ordinary shares in SHB, representing 79.9333% of its total issued share capital, from the Sellers for a cash consideration of MOP4,683,311,229.44 (equivalent to HK\$4,546,904,106.25). ICBC, Mr. Huen and SHB will also enter into the Shareholders' Agreement at Completion, pursuant to which a call option over 30,100 ordinary shares in SHB, representing 20.0667% of the total issued share capital of SHB, will be granted to ICBC and a put option over the same shares will be granted to Mr. Huen.

LETTER FROM THE BOARD

- (c) the Shareholders approving the Acquisition and the Shareholders or if required, the independent Shareholders, approving the transactions described in the Shareholders' Agreement in the manner as required by the articles of association of ICBC.

If any of the conditions are not fulfilled or waived by 26 March 2008, the Sale and Purchase Agreement will terminate and ICBC has agreed to pay 3% of the consideration of the Acquisition to the Sellers as compensation for the fees and expenses incurred by the Sellers in connection with the entering into of the Sale and Purchase Agreement. Likewise, if the Acquisition is not completed as a result of the Sellers breaching certain of their obligations under the Sale and Purchase Agreement, the Sellers will pay the same amount of compensation to ICBC.

CONSIDERATION AND OTHER TERMS

The consideration of the Acquisition is MOP4,683,311,229.44 (equivalent to HK\$4,546,904,106.25), of which MOP4,101,315,088.33 (equivalent to HK\$3,981,859,309.06) is payable to STDM and MOP581,996,141.11 (equivalent to HK\$565,044,797.19) is payable to Mr. Huen. ICBC will pay an initial amount of MOP3,980,814,545.02 (equivalent to HK\$3,864,868,490.31 and representing 85% of the consideration) in cash upon Completion and the remaining MOP702,496,684.42 (equivalent to HK\$682,035,615.94 and representing 15% of the consideration) will be held in an escrow account for a period of six months from Completion. During the six-month period, amounts in respect of any agreed or disputed claims against the Sellers and amounts for which ICBC have obtained an arbitration award will be released from the escrow account and paid to ICBC. The balance will be paid to the Sellers upon the expiry of the six-month period.

The Sellers have agreed to prepare the Completion Accounts. If the Net Book Value is more than MOP1,913 million (equivalent to HK\$1,857.28 million), then ICBC shall pay 79.9333% of the difference between the Net Book Value and MOP1,913 million (equivalent to HK\$1,857.28 million) to the Sellers within 14 days of the agreement or determination of the Completion Accounts. On the other hand, if the Net Book Value is less than MOP1,913 million (equivalent to HK\$1,857.28million), the Sellers shall pay to ICBC 79.9333% of the difference between MOP1,913 million (equivalent to HK\$1,857.28 million) and the Net Book Value within 14 days of the agreement or determination of the Completion Accounts.

The consideration was determined and agreed between the parties after arm's length negotiations and was based on various factors, including the current financial conditions of SHB, in particular, the net book value of SHB as at 31 December 2006 and the future prospects of SHB.

STDM and Mr. Huen have respectively undertaken to ICBC that within three years after Completion, they will not engage in any business which competes with SHB or its subsidiaries, solicit the custom of customers of SHB or its subsidiaries or induce employees of SHB or its subsidiaries to be employed by them. In addition, subject to certain conditions, STDM has undertaken to use its best endeavours to ensure that certain customers of SHB under STDM's control will maintain their deposits and their key loan and banking facilities with SHB for a period of three years from Completion. STDM has also, subject to certain conditions, undertaken to use its reasonable endeavours to persuade certain of its related parties to maintain their deposits and their key loan and banking facilities with SHB for a period of three years from Completion.

COMPLETION OF THE ACQUISITION

It is expected that completion of the Acquisition will take place before 26 March 2008.

LETTER FROM THE BOARD

SHAREHOLDERS' AGREEMENT

Date: to be entered into upon Completion

Parties: (1) ICBC
(2) Mr. Huen
(3) SHB

Pursuant to the Shareholders' Agreement, Mr. Huen is entitled to appoint two directors to the board of SHB, or such number of directors proportionate to his shareholding in SHB should the total number of directors of SHB be adjusted. Mr. Huen is subject to a three-year lock up, during which period, he should not dispose of any of the shares in SHB held by him and his wholly-owned subsidiary without the prior approval of ICBC. During the three-year period, if ICBC intends to dispose of its shares in SHB such that it will cease to own at least 51% of the total issued share capital of SHB, Mr. Huen will have a right of tag-along so that he may dispose of all the shares in SHB held by him and his wholly-owned subsidiary to the buyer of the shares held by ICBC at the same price offered to ICBC.

After the three-year period, if Mr. Huen intends to dispose of all the shares in SHB held by him and his wholly-owned subsidiary, ICBC has a right of first refusal to acquire those shares at the same price offered by the relevant third party buyer.

Pursuant to the Shareholders' Agreement, Mr. Huen has a put option, exercisable after the expiry of three years from Completion, or during the three-year period, if ICBC disposes of its shares in SHB such that it will cease to own at least 51% of the total issued share capital of SHB or if SHB seeks a public listing. Under the put option, Mr. Huen may put all, but not some, of the shares in SHB held by him and his wholly-owned subsidiary to ICBC. ICBC also has a call option, exercisable after the expiry of three years from Completion, over all, but not some, of the shares in SHB held by Mr. Huen and his wholly-owned subsidiary. Both the call option and the put option are exercisable at the same price, being the higher of (1) MOP1,175,710,325.32 (equivalent to HK\$1,141,466,335.26) plus interest less dividend to Mr. Huen and his wholly-owned subsidiary; and (2) MOP1,175,710,325.32 (equivalent to HK\$1,141,466,335.26) together with an amount reflecting Mr. Huen's and his wholly-owned subsidiary's share of the change in SHB's net book value between the date of Completion and the financial year end immediately preceding the exercise of the relevant option, less dividend to Mr. Huen and his wholly-owned subsidiary after such preceding financial year end.

REASONS FOR AND BENEFITS OF THE ACQUISITION

ICBC's goal is to become a first-class international modern financial institution. In pursuing this goal, one of ICBC's strategies is to further expand its network, especially in high growth locations within the region. SHB is the third largest bank in Macau which offers a wide range of banking products and services. Macau has experienced strong economic growth in recent years from the booming tourism and entertainment industries. The Directors consider that acquiring a majority stake of SHB gives ICBC a leading market position and scale in the Macau banking sector and also access to a large customer base, thereby allowing ICBC to benefit from Macau's rapidly developing economy. At the same time, ICBC will further strengthen the corporate governance, internal control and risk management of SHB and ensure that its business operations are conducted strictly in compliance with laws and regulations of mainland China and Macau, such that SHB will become an outstanding bank in Macau, thereby contributing to Macau's economic development and transition.

LETTER FROM THE BOARD

INFORMATION ON SENG HENG BANK

SHB is a licensed bank in Macau established since 1972 and is now the third largest bank in Macau. It offers a diversified range of banking products and services through nine branches and 47 automated teller machines terminals in Macau. SHB also has a representative office in Lisbon since 1 August 2006.

As of 31 December 2006, the audited total assets of SHB and its subsidiaries under IFRS are MOP25,387 million (equivalent to HK\$24,648 million), the audited total liabilities are MOP23,585 million (equivalent to HK\$22,898 million) and shareholders' equity is MOP1,803 million (equivalent to HK\$1,750 million). According to the management accounts of SHB, the unaudited net asset value of SHB together with its associates as at 30 June 2007 as prepared under IFRS was MOP1,854.785 million (equivalent to HK\$1,800.762 million), and the audited consolidated net profit before and after taxation and extraordinary items of SHB for the financial years ended 31 December 2005 and 31 December 2006 as prepared under IFRS are set out below:

	For the financial year ended 31 December			
	2005		2006	
	MOP (million)	Equivalent to HK\$ (million)	MOP (million)	Equivalent to HK\$ (million)
net profit before taxation and extraordinary items	263.730	256.049	356.411	346.030
net profit after taxation and extraordinary items	242.925	235.850	311.504	302.431

EGM

All the applicable percentage ratios set out in Rule 14.07 of the Hong Kong Listing Rules in respect of the Acquisition and taking into account the possible exercise of the put option are below 5% and all the same applicable percentage ratios in respect of the put option and the call option under the Shareholders' Agreement are below 2.5%. Therefore, under the Hong Kong Listing Rules, the consummation of the transactions under the Sale and Purchase Agreement and the Shareholders Agreement does not require the approval of the Shareholders. However, pursuant to the articles of association of ICBC, matters such as material acquisitions shall be approved by the Shareholders in general meeting by way of special resolution unless clear and specific authorisation had been obtained from the Shareholders in general meeting. According to the Proposal for Granting Authorisation to the Board of Directors by the Shareholders of Industrial and Commercial Bank of China Limited in General Meeting (關於中國工商銀行股份有限公司股東大會對董事會授權方案的議案) that was approved by the Shareholders in general meeting on 28 April 2007, the Directors are authorised to approve acquisitions with consideration not exceeding RMB2,000 million. As the consideration of the Acquisition exceeds RMB2,000 million, the Acquisition shall be subject to approval by the Shareholders by way of special resolution. A special resolution will be proposed at the EGM to consider and approve the Acquisition and the transactions contemplated under the Shareholders' Agreement. No Shareholder is required to abstain from voting in connection with the matters to be resolved at the EGM.

The Directors are of the view that the Sale and Purchase Agreement was entered into and the Shareholders' Agreement will be entered into after arm's length negotiation between ICBC and the Sellers and reflect normal commercial terms. The Directors are of the view that the terms of the Sale and Purchase Agreement and the Shareholders' Agreement are on normal commercial terms, are fair and reasonable and are in the interests of ICBC and its shareholders as a whole.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holder of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited in person or by post not

LETTER FROM THE BOARD

less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to ICBC's Board of Directors' Office on or before 6 October 2007.

PROCEDURES FOR DEMANDING POLL BY SHAREHOLDERS

Pursuant to Article 92 of the Articles of Association of ICBC, a resolution at a Shareholder's general meeting shall be decided on a show of hands unless a poll is (before or after the show of hands) demanded:

- (1) by the chairman of the meeting;
- (2) by at least two Shareholders present in person or by proxy for the time being entitled to vote at the meeting; or
- (3) by any Shareholder or Shareholders (including proxy) holding individually or holding in aggregate 10% or more of the Shares carry the right to vote at the meeting.

Unless a poll is demanded, the chairman of the meeting will announce the results of the passing of a resolution according to the show of hands, which will be recorded in the minutes of the meeting and treated as conclusive evidence without the need to prove the number or the proportion of votes for or against the resolution passed.

A request to vote by poll may be withdrawn by the person who made such request.

RECOMMENDATION

The Directors consider that the Acquisition and the transactions contemplated under the Shareholders' Agreement are in the best interests of ICBC and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution which will be proposed at the EGM.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully,

By order of the Board of
Industrial and Commercial Bank of China Limited
Jiang Jianqing
Chairman

1 RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to ICBC. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

2 DISCLOSURE OF INTERESTS

As at Latest Practicable Date, the following Directors, Supervisors and chief executive of ICBC had, or were deemed to have, interests or short positions in the Shares, underlying Shares or debentures of ICBC or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance) which were required to be notified to ICBC and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (including interests and short positions which they were deemed or taken to have under such provisions of the Securities and Futures Ordinance), or which are required, pursuant to section 352 of the Securities and Futures Ordinance to be entered in the register referred to therein, or which are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Hong Kong Listing Rules, to be notified to ICBC and the Hong Kong Stock Exchange.

Name of Director	Capacity	Number of Shares held	Nature of interest	Approximate percentage of issued A Shares (%)	Approximate Percentage of total issues Shares (%)
Wang Wenyan	Family interest	12,000 A Shares	Long position	0.0000047	0.0000035

Save as disclosed above, as at the Latest Practicable Date, none of the Directors, Supervisors nor the chief executive of ICBC had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of ICBC or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance) which were required to be notified to ICBC and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (including interests and short positions which they were deemed or taken to have under such provisions of the Securities and Futures Ordinance), or which were required, pursuant to section 352 of the Securities and Futures Ordinance to be entered in the register referred to therein, or which are required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Hong Kong Listing Rules, to be notified to ICBC and the Hong Kong Stock Exchange.

Mr. Christopher A. Cole holds executive positions with The Goldman Sachs Group, Inc. (details of the shareholding of The Goldman Sachs Group, Inc. in ICBC are set out in the paragraph headed “Substantial Shareholders” in this Appendix).

Save as disclosed herein, none of the Directors and Supervisors is a director or employee of a company which has, or is deemed to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to ICBC under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance.

Mr. Fu Zhongjun, Mr. Kang Xuejun and Mr. Song Zhigang were nominated by the Ministry of Finance of the PRC to be non-executive Directors. Mr. Wang Wenyan, Ms. Zhao Haiying and Mr. Zhong Jian'an were nominated by Central SAFE Investments Limited to be non-executive Directors. Details of the shareholding of the Ministry of Finance of the PRC and Central SAFE Investments Limited in ICBC are set out in the paragraph headed "Substantial Shareholders" in this Appendix.

3 SUBSTANTIAL SHAREHOLDERS

So far as is known to the Directors and the chief executive of ICBC, as at the Latest Practicable Date, the following corporations had, or were deemed to have, interests or short positions in the Shares or underlying Shares which would fall to be disclosed to ICBC and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Holders of A Shares

Name of Shareholders	Capacity	Number of A Shares held	Nature of interest	Approximate percentage of issued A Shares (%)	Approximate percentage of total issued Shares (%)
The Ministry of Finance of the PRC	Beneficial owner	118,006,174,032	Long position	47.02	35.33
Central SAFE Investments Limited	Beneficial owner	118,006,174,032	Long position	47.02	35.33

Holders of H Shares

Name of Shareholders	Capacity	Number of H Shares held	Nature of interest	Approximate percentage of issued H Shares (%)	Approximate percentage of total issued Shares (%)
The National Council for Social Security Fund of the PRC ⁽¹⁾	Beneficial owner	17,503,114,559	Long position	21.07	5.24
The Goldman Sachs Group, Inc.	Beneficial owner	16,476,014,155	Long position		
	Interest of controlled corporations	369,101,477	Long position		
	Total	16,845,115,632		20.28	5.04
Allianz Group	Interest of controlled corporations	7,336,585,122	Long position	8.83	2.20
	Interest of controlled corporations	696,401,107	Short position	0.84	0.21

Note:

- (1) According to the register of Shareholders as of the Latest Practicable Date, the National Council for Social Security Fund of the PRC held 14,102,149,559 Shares.
- (2) According to the register of Shareholders as of the Latest Practicable Date, The Goldman Sachs Group, Inc. held 16,476,014,155 Shares.

Save as disclosed above, as at the Latest Practicable Date, the Directors and the chief executive of the Company were not aware of any other person who had, or was deemed to have, an interest or short position in the Shares and underlying Shares, which would fall to be disclosed to ICBC and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance, or, who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group, or any options in respect of such capital.

4 LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance is known to the Directors to be pending or threatened against any member of the Group.

5 SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors and Supervisors had entered into, or proposed to enter into, any service contract with the Company or any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

6 COMPETING INTEREST

As at the latest Practicable Date, none of the Directors and their respective associates was interested in any business, apart from ICBC's business, that competes or competed or is or was likely to compete, either directly or indirectly, with ICBC's business.

7 MISCELLANEOUS

- (a) The company secretary of ICBC is Pan Gongsheng and the qualified accountant of ICBC appointed pursuant to Rule 3.24 of the Hong Kong Listing Rules is Yeung Manhin (*BBA, FCCA, HKICPA*).
- (b) The registered office of the Company is at No.55 Fuxingmennei Avenue, Xicheng District, Beijing 100032, PRC.
- (c) Computershare Hong Kong Investor Services Limited, the H share registrar of the Company in Hong Kong, is located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (d) The English text of this circular and form of proxy shall prevail over the Chinese text.

NOTICE OF EGM



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 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 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.

NOTICE OF 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.