



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 Thursday, 13 December 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

“THAT the implementation and subscription agreement dated 25 October 2007 (the **“Implementation Agreement”**) and entered into between Industrial and Commercial Bank of China Limited (**“ICBC”**) and Standard Bank Group Limited (**“SBG”**), a copy of which has been initialed by the chairman of this meeting and for the purpose of identification marked **“A”** pursuant to which, ICBC agreed to acquire ordinary shares in SBG representing 20% of the enlarged issued ordinary share capital of SBG at completion of the transaction under the Implementation Agreement and as enlarged pursuant to such transaction (the **“Enlarged Share Capital”**), which will be implemented by way of an inter-conditional acquisition by means of a scheme of arrangement in respect of a number of ordinary shares in SBG representing 10% of the Enlarged Share Capital and a subscription by ICBC of a number of new ordinary shares in SBG representing 10% of the Enlarged Share Capital for a cash consideration of R104.58 per ordinary share of SBG and R136 per ordinary share of SBG, respectively; the relationship agreement dated 25 October 2007 (the **“Relationship Agreement”**) and entered into between ICBC and SBG, a copy of which has been initialed by the chairman of this meeting and for the purpose of identification marked **“B”**, and all transactions contemplated under the Implementation Agreement and the Relationship Agreement be and are hereby generally and unconditionally approved, and the authorisation by directors to management of ICBC to make such appropriate amendments to the Implementation Agreement and the Relationship Agreement in accordance with comments from regulatory authorities be and is hereby approved.”

By Order of the Board
Dr. Pan Gongsheng
Company Secretary

Beijing, the PRC, 27 October 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 Tuesday, 13 November 2007 to Thursday, 13 December 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 Monday, 12 November 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., Monday, 12 November 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, by post or by fax to ICBC's Board of Directors' Office or Computershare Hong Kong Investor Services Limited on or before Friday, 23 November 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, Mr. QIAN Yingyi and Mr. XU Shanda as independent non-executive directors.