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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 proxy form 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.

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

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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**

**USD Preference Shares Stock Code: 4620**

## **NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2023**

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A notice convening the AGM to be held at Head Office of Industrial and Commercial Bank of China Limited, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC and at Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong concurrently by video conference on Friday, 28 June 2024 at 2:50 p.m., is set out on pages 12 to 14 of this circular.

If you intend to appoint a proxy to attend the AGM, 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 by hand, by post or by fax not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM 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 AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Bank's Board of Directors' Office on or before Tuesday, 18 June 2024.

The Chinese and English version of the circular and the enclosed proxy form and reply slip are available on the Bank's website ([www.icbc-ltd.com](http://www.icbc-ltd.com)) and the "HKEXnews" website of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)). You may download or access the aforesaid documents on the Bank's website or browsing through the HKEXnews website of the HKEX. If there are any inconsistencies between the Chinese version and the English version of this circular, the Chinese version shall prevail.

6 June 2024

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## DEFINITION

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

“A Shares”	domestic shares of RMB1.00 each in the share capital of ordinary shares of the Bank, which are listed on the Shanghai Stock Exchange and traded in RMB
“AGM”	the Annual General Meeting for the Year 2023 of the Bank to be held on 28 June 2024
“Articles”	the articles of association of the Bank from time to time
“Bank”	Industrial and Commercial Bank of China Limited (中國工商銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and offshore preference shares of which are listed on the Hong Kong Stock Exchange (H Shares Stock Code: 1398 and USD Preference Shares Stock Code: 4620), and the A Shares and domestic preference shares of which are listed on the Shanghai Stock Exchange (A Shares Stock Code: 601398 and Domestic Preference Shares Stock Codes: 360011, 360036), respectively
“Board”	the Board of Directors of the Bank
“Company Law”	The Company Law of the PRC
“Directors”	the directors of the Bank
“H Shares”	overseas listed foreign shares of RMB1.00 each in the share capital of ordinary shares of the Bank, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“HKEX”	Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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## DEFINITION

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“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Ordinary Shares”	A Shares and/or H Shares
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Ordinary share(s) and/or preference share(s)
“Shareholder(s)”	holders of Share(s)



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

USD Preference Shares Stock Code: 4620

***Executive Directors:***

Mr. Liao Lin

Mr. Wang Jingwu

***Registered Office:***

55 Fuxingmennei Avenue

Xicheng District, Beijing 100140

PRC

***Non-executive Directors:***

Mr. Lu Yongzhen

Mr. Feng Weidong

Ms. Cao Liqun

Ms. Chen Yifang

Mr. Dong Yang

***Place of Business in Hong Kong:***

33/F, ICBC Tower

3 Garden Road

Central, Hong Kong

***Independent non-executive Directors:***

Mr. Yang Siu Shun

Mr. Shen Si

Mr. Fred Zulu Hu

Mr. Norman Chan Tak Lam

Mr. Herbert Walter

6 June 2024

*To the Shareholders*

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2023**

**1 INTRODUCTION**

The purpose of this circular is to provide you with information regarding certain proposals to be considered at the AGM and to set out the notice of the AGM.

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## LETTER FROM THE BOARD

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At the AGM, ordinary resolutions set out in items (1) to (9) will be considered, and if thought fit, to be passed, and the reports set out in items (10) to (13) below will be heard:

**As Ordinary Resolutions:**

- (1) Proposal on the 2023 Audited Accounts
- (2) Proposal on the 2023 Profit Distribution Plan
- (3) Proposal on the Relevant Arrangement for 2024 Interim Profit Distribution
- (4) Proposal on the Renewal of Accounting Firms to Provide Interim Review Service for 2024
- (5) Proposal on the 2023 Work Report of the Board of Directors of ICBC
- (6) Proposal on the 2023 Work Report of the Board of Supervisors of ICBC
- (7) Proposal on the Election of Mr. Liao Lin to be Reappointed as Executive Director of ICBC
- (8) Proposal on the Election of Mr. Liu Jun as Executive Director of ICBC
- (9) Proposal on the Election of Ms. Zhong Mantao as Non-executive Director of ICBC

**As Reporting Items:**

- (10) Report Concerning the Special Report on Related Party Transactions of ICBC in 2023
- (11) Work Report of Independent Directors of ICBC for 2023
- (12) Report on the Implementation of the Plan on Authorisation of the Shareholders' General Meeting to the Board of Directors of ICBC in 2023
- (13) Report on the Annual Assessment of the Bank's Major Shareholders (including Substantial Shareholders) for 2023

## **2 PROPOSAL ON THE 2023 PROFIT DISTRIBUTION PLAN**

Pursuant to the provisions of relevant laws and regulatory requirements, the 2023 profit distribution plan is as follows:

- (1) RMB34,981 million will be appropriated to the statutory reserve.
- (2) RMB64,264 million will be appropriated to the general reserve.

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## LETTER FROM THE BOARD

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- (3) The record date for A Shares and H Shares will be Monday, 15 July 2024, the dividend payment date for A Shares will be Tuesday, 16 July 2024, and the dividend payment date for H Shares will be Monday, 19 August 2024. Dividend on Ordinary Shares of the Bank will be denominated and declared in RMB, and will be paid in RMB or in HKD equivalent, converted at the median exchange rate published by the People's Bank of China on the date of the AGM. Based on 356,406,257,089 Ordinary Shares, a cash dividend of RMB3.064 per 10 Shares (pre-tax) will be paid. The total amount of dividends for Ordinary Shares to be distributed shall be RMB109,203 million (representing an increase of RMB1,034 million or 1.0% as compared to the previous year), amounting for 30.0% of the net profit attributable to equity holders of the parent company and 31.3% of the net profit attributable to holders of Ordinary Shares of the parent company.

According to Article 11 of the “Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies” (CSRC Announcement [2023] No. 43) issued by the China Securities Regulatory Commission, in order to meet the needs of H Share investors for dividend payment currency options, the Bank will, in due course, provide a RMB dividend payment currency option in addition to continuing to pay dividends to holders of H Shares in HKD, in accordance with the procedures stipulated by applicable laws and regulations.

- (4) For the year 2023, capital reserve will not be converted into capital of the Bank.

For the independent opinions issued by the Independent Non-executive Directors of the Bank, please refer to the relevant announcements published by the Bank on the “HKEXnews” website of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.icbc-ltd.com](http://www.icbc-ltd.com)) on 27 March 2024.

The Proposal on the 2023 Profit Distribution Plan was considered and approved at the meeting of the Board which was held on 27 March 2024 and is now submitted to the Shareholders' General Meeting for consideration.

### **3 PROPOSAL ON THE RELEVANT ARRANGEMENT FOR 2024 INTERIM PROFIT DISTRIBUTION**

Pursuant to the provisions of relevant laws and regulatory requirements, the relevant arrangement for 2024 interim profit distribution is as follows:

Based on the reviewed financial report for the first half of 2024 and in reasonable consideration of current performance, to the extent that the Bank has distributable profit in the half of 2024, the 2024 interim dividends will be distributed and the aggregate amount of dividends will account for no more than 30% of the net profits attributable to the equity holders of the parent company. When the 2024 final profit distribution plan is subsequently formulated, the amount of distributed interim profit that has already been

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## LETTER FROM THE BOARD

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paid shall be deducted. The 2024 interim profit distribution plan will be implemented after the completion of corporate governance procedures in accordance with relevant laws and regulations and the requirements under the Articles.

For the independent opinions issued by the Independent Non-executive Directors of the Bank, please refer to the relevant announcements published by the Bank on the “HKEXnews” website of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.icbc-ltd.com](http://www.icbc-ltd.com)) on 29 April 2024.

The Proposal on the Relevant Arrangement for 2024 Interim Profit Distribution was considered and approved at the meeting of the Board which was held on 29 April 2024 and is now submitted to the Shareholders’ General Meeting for consideration.

#### **4 PROPOSAL ON THE RENEWAL OF ACCOUNTING FIRMS TO PROVIDE INTERIM REVIEW SERVICE FOR 2024**

Pursuant to the laws and regulations and the relevant requirements under the Articles, it is proposed to renew Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu to provide professional service of the 2024 interim financial report review. The fees for the interim review service for 2024 shall be RMB26.90 million.

The Proposal on the Renewal of Accounting Firms to Provide Interim Review Service for 2024 was considered and approved at the meeting of the Board which was held on 22 May 2024 and is now submitted to the Shareholders’ General Meeting for consideration.

#### **5 PROPOSAL ON THE ELECTION OF MR. LIAO LIN TO BE REAPPOINTED AS EXECUTIVE DIRECTOR OF ICBC**

According to relevant regulations, Mr. Liao Lin is eligible for re-election upon the expiry of his term as Executive Director of the Board of the Bank. In order to ensure the smooth operation of the Board, according to the Company Law, the relevant laws and regulations and the relevant requirements under the Articles, the Board considered and approved the Proposal on Nominating Mr. Liao Lin to be Reappointed as Executive Director of ICBC on 22 May 2024, and resolved Mr. Liao Lin be nominated as candidate for Executive Director and reappointed as Executive Director of the Bank.

For the independent opinions issued by the Independent Non-executive Directors of the Bank, please refer to the relevant announcements published by the Bank on the “HKEXnews” website of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.icbc-ltd.com](http://www.icbc-ltd.com)) on 22 May 2024.

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## LETTER FROM THE BOARD

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It is proposed that the Shareholders' General Meeting elects Mr. Liao Lin to be reappointed as Executive Director of the Bank. The new term of office of Mr. Liao Lin as Executive Director shall take effect on the date when the approval from the Shareholders' General Meeting is obtained.

The biography of Mr. Liao Lin is set out below: Liao Lin, male, Chinese nationality, born in 1966. Mr. Liao Lin has served as Chairman and Executive Director of the Bank since February 2024. He served as Senior Executive Vice President, Senior Executive Vice President and concurrently Chief Risk Officer, Vice Chairman, Executive Director and President as of November 2019. Mr. Liao Lin joined China Construction Bank in 1989, and was appointed as Deputy General Manager of Guangxi Branch of China Construction Bank, General Manager of Ningxia Branch, Hubei Branch and Beijing Branch of China Construction Bank, Chief Risk Officer, Executive Vice President and concurrently Chief Risk Officer of China Construction Bank. Mr. Liao Lin graduated from Guangxi Agricultural University. He obtained a Doctorate degree in Management Science from Southwest Jiaotong University. Mr. Liao Lin is a senior economist.

According to the Articles, the term of office of each director is three years, and a director is eligible for re-election upon the expiry of his/her term. The remuneration of directors of the Bank shall follow the relevant regulations and the relevant remuneration plans will be considered in accordance with the relevant procedures and submitted to the Shareholders' General Meeting of the Bank for consideration and approval. The details of the remuneration of the directors of the Bank are available in the Bank's annual reports and relevant announcements.

As at the date of this circular, Mr. Liao Lin is not disqualified from being a director in a listed company pursuant to Rule 3.2.2 of the Self-Regulatory Guideline No. 1 – Standardized Operation of Listed Companies on the Shanghai Stock Exchange. Save as disclosed in this circular, Mr. Liao Lin does not hold any other positions in the Bank or its subsidiaries, he has not held directorships in other listed companies in the last three years, he does not have any relationship with any other directors, supervisors, senior management members, substantial shareholders or controlling shareholders of the Bank, and he does not hold any interests in the Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed in this circular, there are no other matters relating to the election of Mr. Liao Lin that need to be brought to the attention of the shareholders of the Bank nor is there any other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Hong Kong Listing Rules.

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## LETTER FROM THE BOARD

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### **6 PROPOSAL ON THE ELECTION OF MR. LIU JUN AS EXECUTIVE DIRECTOR OF ICBC**

In order to ensure the smooth operation of the Board, according to the Company Law, the relevant laws and regulations and the relevant requirements under the Articles, the Board considered and approved the Proposal on Nominating Mr. Liu Jun as Candidate for Executive Director of ICBC on 22 May 2024, and resolved Mr. Liu Jun be nominated as candidate for Executive Director of the Bank.

For the independent opinions issued by the Independent Non-executive Directors of the Bank, please refer to the relevant announcements published by the Bank on the “HKEXnews” website of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.icbc-ltd.com](http://www.icbc-ltd.com)) on 22 May 2024.

It is proposed that the Shareholders’ General Meeting elects Mr. Liu Jun as Executive Director of the Bank. The appointment of Mr. Liu Jun as Executive Director shall take effect after the approval from the Shareholders’ General Meeting.

The biography of Mr. Liu Jun is set out below: Mr. Liu Jun, male, Chinese nationality, born in 1972. Mr. Liu Jun has served as Vice Chairman and Executive Director of the Bank of Communications Co., Ltd. from August 2020 to May 2024, and President of Bank of Communications from July 2020 to May 2024. Mr. Liu Jun served as Executive Vice President of China Investment Corporation. He served as Deputy General Manager of China Everbright Group Ltd., Executive Director and Deputy General Manager of China Everbright Group Limited. During the period, he also successively served as Chairman of Sun Life Everbright Life Insurance Company Limited, Vice Chairman of China Everbright Holdings Company Limited, Executive Director and Vice Chairman of China Everbright Limited, Executive Director and Vice Chairman of China Everbright International Limited, and Chairman of China Everbright Industrial (Group) Co., Ltd. Mr. Liu Jun served as Senior Executive Vice President of China Everbright Bank, during the period he concurrently acted as General Manager of the Financial Market Centre of China Everbright Bank and President of Shanghai Branch of China Everbright Bank. Mr. Liu Jun served as Assistant to President of China Everbright Bank. Mr. Liu Jun graduated from Hong Kong Polytechnic University. He obtained a Doctoral degree in Business Administration. Mr. Liu Jun is a senior economist.

According to the Articles, the term of office of each director is three years, and a director is eligible for re-election upon the expiry of his/her term. The remuneration of directors of the Bank shall follow the relevant regulations and the relevant remuneration plans will be considered in accordance with the relevant procedures and submitted to the Shareholders’ General Meeting of the Bank for consideration and approval. The details of the remuneration of the directors of the Bank are available in the Bank’s annual reports and relevant announcements.

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## LETTER FROM THE BOARD

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As at the date of this circular, Mr. Liu Jun is not disqualified from being a director in a listed company pursuant to Rule 3.2.2 of the Self-Regulatory Guideline No. 1 – Standardized Operation of Listed Companies on the Shanghai Stock Exchange. Save as disclosed in this circular, Mr. Liu Jun does not hold any other positions in the Bank or its subsidiaries, he has not held directorships in other listed companies in the last three years, he does not have any relationship with any other directors, supervisors, senior management members, substantial shareholders or controlling shareholders of the Bank, and he does not hold any interests in the Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed in this circular, there are no other matters relating to the election of Mr. Liu Jun that need to be brought to the attention of the shareholders of the Bank nor is there any other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Hong Kong Listing Rules.

### **7 PROPOSAL ON THE ELECTION OF MS. ZHONG MANTAO AS NON-EXECUTIVE DIRECTOR OF ICBC**

In order to ensure the smooth operation of the Board, according to the Company Law, the relevant laws and regulations and the relevant requirements under the Articles, the Board considered and approved the Proposal on Nominating Ms. Zhong Mantao as Candidate for Non-executive Director of ICBC on 29 April 2024, and resolved Ms. Zhong Mantao be nominated as candidate for Non-executive Director of the Bank.

For the independent opinions issued by the Independent Non-executive Directors of the Bank, please refer to the relevant announcements published by the Bank on the “HKEXnews” website of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.icbc-ltd.com](http://www.icbc-ltd.com)) on 29 April 2024.

It is proposed that the Shareholders’ General Meeting elects Ms. Zhong Mantao as Non-executive Director of the Bank. The election of Ms. Zhong Mantao as Non-executive Director is subject to the approval of the National Financial Regulatory Administration.

The biography of Ms. Zhong Mantao is set out below: Zhong Mantao, female, Chinese nationality, born in March 1978. Ms. Zhong Mantao joined the Export-Import Bank of China in July 2001, and worked successively in the Business Department, the Personnel Education Department, the General Office, the External Concessional Loan Department, the Assessment and Review Department, the Credit Review and Approval Department, and the Corporate Banking Department of the Head Office. From 2008, she successively served as the Deputy Chief of Review Division III and Review Division I of the Assessment and Review Department of the Export-Import Bank of China. From 2011, she successively served as the Chief of Review Division I and Assessment Division II of Export-Import Bank of China. From 2016, she successively served as the Deputy General Manager of the Assessment and Review Department, the Deputy General Manager of the

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## LETTER FROM THE BOARD

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Credit Review and Approval Department, and the Deputy General Manager of Corporate Banking Department of Export-Import Bank of China. Ms. Zhong Mantao graduated from Central University of Finance and Economics and obtained a Master's degree in Economics.

According to the Articles, the term of office of each director is three years, and a director is eligible for re-election upon the expiry of his/her term. The remuneration of directors of the Bank shall follow the relevant regulations and the relevant remuneration plans will be considered in accordance with the relevant procedures and submitted to the Shareholders' General Meeting of the Bank for consideration and approval. The details of the remuneration of the directors of the Bank are available in the Bank's annual reports and relevant announcements.

As at the date of this circular, Ms. Zhong Mantao is not disqualified from being a director in a listed company pursuant to Rule 3.2.2 of the Self-Regulatory Guideline No. 1 – Standardized Operation of Listed Companies on the Shanghai Stock Exchange. Save as disclosed in this circular, Ms. Zhong Mantao does not hold any other positions in the Bank or its subsidiaries, she has not held directorships in other listed companies in the last three years, she does not have any relationship with any other directors, supervisors, senior management members, substantial shareholders or controlling shareholders of the Bank, and she does not hold any interests in the Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed in this circular, there are no other matters relating to the election of Ms. Zhong Mantao that need to be brought to the attention of the shareholders of the Bank nor is there any other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Hong Kong Listing Rules.

### **8 THE AGM**

A notice convening the AGM to be held at Head Office of Industrial and Commercial Bank of China Limited, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC and at Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong concurrently on Friday, 28 June 2024 at 2:50 p.m., is set out on pages 12 to 14 of this circular.

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

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## LETTER FROM THE BOARD

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If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Bank's Board of Directors' Office on or before Tuesday, 18 June 2024.

### **9 RECOMMENDATION**

The Board considers that the above proposals are in the best interests of the Bank and its Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions which will be proposed at the AGM.

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



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  
USD Preference Shares Stock Code: 4620

**NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2023**

NOTICE IS HEREBY GIVEN that the Annual General Meeting for the Year 2023 (the “AGM”) of Industrial and Commercial Bank of China Limited (the “Bank”) will be held at Head Office of Industrial and Commercial Bank of China Limited, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC and at Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong concurrently on Friday, 28 June 2024 at 2:50 p.m. The AGM will consider and, if thought fit, pass the following ordinary resolutions set out in items 1 to 9, and to hear the reports set out in items 10 to 13 below:

**As Ordinary Resolutions:**

1. Proposal on the 2023 Audited Accounts
2. Proposal on the 2023 Profit Distribution Plan
3. Proposal on the Relevant Arrangement for 2024 Interim Profit Distribution
4. Proposal on the Renewal of Accounting Firms to Provide Interim Review Service for 2024
5. Proposal on the 2023 Work Report of the Board of Directors of ICBC
6. Proposal on the 2023 Work Report of the Board of Supervisors of ICBC
7. Proposal on the Election of Mr. Liao Lin to be Reappointed as Executive Director of ICBC
8. Proposal on the Election of Mr. Liu Jun as Executive Director of ICBC
9. Proposal on the Election of Ms. Zhong Mantao as Non-executive Director of ICBC

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## NOTICE OF AGM

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### As Reporting Items:

10. Report Concerning the Special Report on Related Party Transactions of ICBC in 2023
11. Work Report of Independent Directors of ICBC for 2023
12. Report on the Implementation of the Plan on Authorisation of the Shareholders' General Meeting to the Board of Directors of ICBC in 2023
13. Report on the Annual Assessment of the Bank's Major Shareholders (including Substantial Shareholders) for 2023

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

Beijing, PRC

6 June 2024

*Notes:*

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

Holders of H Shares of the Bank are advised that the register of members will be closed from Monday, 24 June 2024 to Friday, 28 June 2024 (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 Friday, 21 June 2024 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 documents together with the relevant share certificates at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Friday, 21 June 2024.

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

The Board of the Bank has recommended a dividend of RMB0.3064 per share (pre-tax) for the year ended 31 December 2023 and, if the 2023 profit distribution plan is considered and approved at the AGM, such dividend is expected to be paid no later than Monday, 19 August 2024 to those Shareholders whose names appear on the register of members of the Bank after close of trade on Monday, 15 July 2024. The register of members of H Shares will be closed from Wednesday, 10 July 2024 to Monday, 15 July 2024 (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 documents together with the relevant share certificates at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Tuesday, 9 July 2024.

**(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 authorized 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 authorized attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarised.

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## NOTICE OF AGM

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To be valid, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the H Share registrar of the Bank by hand, by post or by fax 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 (Tel: (852) 2862 8555, Fax: (852) 2865 0990). 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, by post or by fax to the Bank's Board of Directors' Office or Computershare Hong Kong Investor Services Limited on or before Tuesday, 18 June 2024. The Bank's Board of Directors' Office is located at 55 Fuxingmennei Avenue, Xicheng District, Beijing 100140, PRC (Tel: (86 10) 8101 1187, 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**

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 2:50 p.m. Registration for admission to the AGM will take place from 2:00 p.m. to 2:50 p.m..

**(6) No distribution of gifts or cake coupons and no refreshments will be served by the Bank.**



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

USD Preference Shares Stock Code: 4620

Proxy Form for the Annual General Meeting for the Year 2023 to be Held on 28 June 2024

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_<sup>(Note 2)</sup> H shares of RMB1.00 each in the capital of Industrial and Commercial Bank of China Limited (the "Bank"), hereby appoint the **Chairman of the meeting** or<sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting for the Year 2023 (the "Meeting") of the Bank to be held at Head Office of Industrial and Commercial Bank of China Limited, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC and at Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong concurrently by video conference on Friday, 28 June 2024 at 2:50 p.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the resolutions set out in the notice convening the Meeting, and voting on behalf of me/us under my/our names as indicated below<sup>(Note 4)</sup> on the resolutions to be proposed at the Meeting and any of its adjournment.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Bank dated 6 June 2024.

Ordinary Resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstained <sup>(Note 4)</sup>
1	Proposal on the 2023 Audited Accounts			
2	Proposal on the 2023 Profit Distribution Plan			
3	Proposal on the Relevant Arrangement for 2024 Interim Profit Distribution			
4	Proposal on the Renewal of Accounting Firms to Provide Interim Review Service for 2024			
5	Proposal on the 2023 Work Report of the Board of Directors of ICBC			
6	Proposal on the 2023 Work Report of the Board of Supervisors of ICBC			
7	Proposal on the Election of Mr. Liao Lin to be Reappointed as Executive Director of ICBC			
8	Proposal on the Election of Mr. Liu Jun as Executive Director of ICBC			
9	Proposal on the Election of Ms. Zhong Mantao as Non-executive Director of ICBC			

Dated \_\_\_\_\_ Shareholder's Signature<sup>(Note 5)</sup> \_\_\_\_\_

Notes:

Important: You should first read the circular of the Bank dated 6 June 2024 before appointing a proxy.

- Please insert full name(s) and address as registered in the register of members in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) relating to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "**the Chairman of the meeting** or" and insert the full name and address of the proxy (or proxies) desired in the space provided. If you are a Shareholder of the Bank who is entitled to attend and vote at the Meeting convened by the aforementioned notice, you are entitled to appoint one or more proxies to attend and vote on your behalf. A proxy need not be a Shareholder of the Bank. **ANY CHANGES TO THIS PROXY FORM SHOULD BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST". IF YOU WISH TO VOTE ABSTAINED FROM THE RESOLUTION, TICK THE BOX MARKED "ABSTAINED".** If no direction is given, the proxy will be entitled to vote or abstain as she/he thinks fit. Your proxy will also be entitled to vote at her/his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This proxy form must be signed by you, or your attorney duly authorised in writing or, if you are a corporation, must either be executed under the common seal or under the hand of a director or duly authorised attorney(s). If this proxy form is signed by an attorney of a Shareholder, the power of attorney or other authority (if any) under which it is signed must be notarised.
- In the case of joint holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, on such share as if she/he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting whether attending in person or by proxy, the vote of the person, whose name stands first on the register of members of the Bank on such share (in person or by proxy) shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- To be valid, this proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the H share registrar of the Bank by hand or by post not less than 24 hours before the time fixed for the holding of the Meeting or any adjournment thereof (as the case may be). Completion and delivery of this proxy form will not preclude Shareholders from attending and voting at the Meeting if she/he so wishes. In such event, the instrument appointing a proxy shall be deemed to be revoked. 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 (Tel: (852) 2862 8555, Fax: (852) 2865 0990).
- Identification documents must be shown by Shareholder(s) or proxies to attend the Meeting.



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**REPLY SLIP FOR THE ANNUAL GENERAL MEETING FOR THE YEAR 2023**

To: Industrial and Commercial Bank of China Limited (the “Bank”)

I/We<sup>(Note 1)</sup> \_\_\_\_\_,

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_<sup>(Note 2)</sup> H shares of RMB1.00 each in the capital of the Bank, hereby inform the Bank that I/we intend to attend or appoint a proxy to attend on my/our behalf the Annual General Meeting for the Year 2023 of the Bank to be held at Head Office of Industrial and Commercial Bank of China, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC and at Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong concurrently by video conference at 2:50 p.m. on Friday, 28 June 2024.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

*Notes:*

1. Please insert full name(s) and address as registered in the register of members in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s).
3. The completed and signed reply slip should be delivered to the Bank's Board of Directors' Office or Computershare Hong Kong Investor Services Limited by hand, by post or by fax on or before Tuesday, 18 June 2024.

The Bank's Board of Directors' Office is located at 55 Fuxingmennei Avenue, Xicheng District, Beijing 100140, PRC (Tel: (8610) 8101 1187, Fax: (8610) 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).