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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.

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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 2024**

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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 Harbour Grand Kowloon, 20 Tak Fung Street, Whampoa Garden, Hung Hom, Kowloon, Hong Kong concurrently by video conference on Friday, 27 June 2025 at 2:50 p.m., is set out on pages 225 to 227 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, 24 June 2025.

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 2025

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## DEFINITIONS

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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 2024 of the Bank to be held on 27 June 2025
“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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## DEFINITIONS

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“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“NFRA”	National Financial Regulatory Administration
“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. Liu Jun

Mr. Wang Jingwu

***Registered Office:***

55 Fuxingmennei Avenue

Xicheng District, Beijing 100140

PRC

***Non-executive Directors:***

Mr. Lu Yongzhen

Ms. Cao Liqun

Mr. Dong Yang

Ms. Zhong Mantao

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

33/F, ICBC Tower

3 Garden Road

Central, Hong Kong

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

Mr. Norman Chan Tak Lam

Mr. Herbert Walter

Mr. Murray Horn

Mr. Chen Guanting

Mr. Li Weiping

6 June 2025

*To the Shareholders*

Dear Sir or Madam,

**NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2024**

**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, resolutions set out in items (1) to (12) will be considered, and if thought fit, to be passed, and the reports set out in items (13) to (16) below will be heard:

**As Ordinary Resolutions:**

- (1) Proposal on the 2024 Audited Accounts
- (2) Proposal on the 2024 Profit Distribution Plan
- (3) Proposal on the Fixed Asset Investment Budget for 2025
- (4) Proposal on the Engagement of the External Auditors for 2025
- (5) Proposal on the 2024 Work Report of the Board of Directors of ICBC
- (6) Proposal on the 2024 Work Report of the Board of Supervisors of ICBC
- (7) Proposal on the Election of Mr. Dong Yang to be Reappointed as Non-executive Director of ICBC
- (8) Proposal on the Limit for External Donations in 2025

**As Special Resolutions:**

- (9) Proposal on the Issuance of Capital Instruments and Total Loss-Absorbing Capacity Eligible Non-Capital Debt Instruments
- (10) Proposal on Reviewing the Articles of Association of Industrial and Commercial Bank of China Limited (Version 2025) and the Matters Related to the Dissolution of the Board of Supervisors

**As Ordinary Resolutions:**

- (11) Proposal on Reviewing the Rules of Procedures for the Shareholders' Meeting of Industrial and Commercial Bank of China Limited (Version 2025)
- (12) Proposal on Reviewing the Rules of Procedures for the Board of Directors of Industrial and Commercial Bank of China Limited (Version 2025)

**As Reporting Items:**

- (13) Report Concerning the Special Report on Related Party Transactions of ICBC in 2024
- (14) Work Report of Independent Directors of ICBC for 2024

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## LETTER FROM THE BOARD

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- (15) Report on the Implementation of the Plan on Authorisation of the Shareholders' General Meeting to the Board of Directors of ICBC in 2024
- (16) Report on the Annual Assessment of the Bank's Major Shareholders (including Substantial Shareholders) for 2024

## 2 PROPOSAL ON THE 2024 PROFIT DISTRIBUTION PLAN

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

- (1) RMB34,769 million will be appropriated to the statutory reserve.
- (2) RMB52,251 million will be appropriated to the general reserve.
- (3) Distributing 2024 year-end cash dividends of RMB58,664 million.

In 2024, the Group achieved a net profit of RMB366,946 million, representing an increase of 0.5% as compared to the previous year, of which the net profit attributable to equity holders of the parent company was RMB365,863 million. The Bank will distribute cash dividends of about RMB109,773 million, or RMB3.080 per 10 Shares (pre-tax) for the whole 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, of which, interim cash dividends of RMB1.434 per 10 Shares (pre-tax) and a total amount of dividends for Ordinary Shares of RMB51,109 million have been distributed. Based on 356,406,257,089 Ordinary Shares, a year-end cash dividend of RMB1.646 per 10 Shares (pre-tax) will be distributed. The total amount of dividends for Ordinary Shares to be distributed shall be RMB58,664 million.

The record date for A Shares and H Shares will be Friday, 11 July 2025, the dividend payment date for A Shares will be Monday, 14 July 2025, and the dividend payment date for H Shares will be Friday, 22 August 2025. The Bank's dividend for Ordinary Shares are denominated and declared in RMB and paid in RMB or HKD equivalent, and the H Shareholders are provided with the option of dividend distribution in RMB. The H Shareholders have the right to choose to receive the year-end dividend of H Shares in RMB or HKD in whole (HKSCC Nominees Limited may choose to receive the year-end dividend in whole or in part). The HKD exchange rate is the RMB central parity published by the People's Bank of China on the day of the AGM of the Bank.

- (4) For the year 2024, capital reserve will not be converted into capital of the Bank.



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## LETTER FROM THE BOARD

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For the independent opinions issued by the Independent Non-executive Directors of the Bank, please refer to the relevant announcement dated 28 March 2025 published by the Bank on the website of the “HKEXnews” website of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)).

The Proposal on the 2024 Profit Distribution Plan was considered and approved at the meeting of the Board and is now submitted to the Shareholders’ General Meeting for consideration.

### 3 PROPOSAL ON THE FIXED ASSET INVESTMENT BUDGET FOR 2025

In accordance with the strategic plan and overall business development needs of the Bank for 2025 and in combination with the government’s relevant policy requirements, it is proposed to arrange RMB12.7 billion in investments budget in fixed assets for the year 2025, details are as follows:

*Unit: in RMB100 millions*

Item	Investment Plan for 2025
Financial Technology	54
Channel Construction	48
Infrastructure	17
Special Budget	8
<b>Total</b>	<b>127</b>

#### (1) RMB5.4 billion for investment in financial technology

It is mainly used for IT facilities investment such as IT construction and intelligent facilities and equipment.

#### (2) RMB4.8 billion for investment in channel construction

It is mainly used for outlet optimization, outlet decoration, supporting facilities and equipment and other channel construction projects.

#### (3) RMB1.7 billion for investment in infrastructure

It is mainly used for arranging the relocation of the buildings of certain branches, purchases and construction, repairs of maintenance nature, and construction of general business buildings necessary for business development such as archive repositories and cash operation centers, and renewal of transportation equipment such as business cars for daily use.

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## LETTER FROM THE BOARD

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### **(4) RMB0.8 billion for special budget**

It is used for the investment needs in 2025 of the Xi'an Data Center Building Project, which has been considered and approved at the Shareholders' General Meeting.

All fixed assets investments are in compliance with the relevant provisions of the State.

The Proposal on the Fixed Asset Investment Budget for 2025 was considered and approved at the meeting of the Board and is now submitted to the Shareholders' General Meeting for consideration and approval.

### **4 PROPOSAL ON THE ENGAGEMENT OF THE EXTERNAL AUDITORS FOR 2025**

In order to satisfy the relevant domestic and international regulatory requirements for listed commercial banks, in 2024, pursuant to regulatory requirements on the selection of accounting firms of financial enterprises, the Bank engaged Ernst & Young Hua Ming LLP as the domestic external auditor of the Bank for 2024 and Ernst & Young as the international external auditor of the Bank for 2024. Ernst & Young Hua Ming LLP and Ernst & Young have completed the 2024 audit service on time and issued relevant reports. It is now proposed that the Bank re-engages Ernst & Young Hua Ming LLP as the domestic external auditor of the Bank for 2025 and Ernst & Young as the international external auditor of the Bank for 2025. According to the centralized procurement results, for the consolidated group and the parent company, in 2025, the audit fee is RMB101.92 million, which includes service fees for agreed-upon procedures regarding each of the first and third quarters being RMB3.0763 million, service fees for interim review being RMB29.7808 million, service fees for annual audit being RMB59.8339 million and service fees for internal control audit being RMB6.1527 million.

For the independent opinions issued by the Independent Non-executive Directors of the Bank, please refer to the relevant announcement dated 28 March 2025 published by the Bank on the website of the "HKEXnews" website of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)).

The Proposal on the Engagement of the External Auditors for 2025 was considered and approved at the meeting of the Board and is now submitted to the Shareholders' General Meeting for consideration.

### **5 PROPOSAL ON THE ELECTION OF MR. DONG YANG TO BE REAPPOINTED AS NON-EXECUTIVE DIRECTOR OF ICBC**

According to relevant regulations, Mr. Dong Yang is eligible for re-election upon the expiry of his term of office as Non-executive Director of the Board of the Bank. 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. Dong Yang as Candidate for Non-executive Director and Re-engaging

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## LETTER FROM THE BOARD

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Him to Hold Relevant Posts in Special Committees of the Board of Directors of ICBC, and resolved Mr. Dong Yang be nominated as candidate for Non-executive Director and reappointed as 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 announcement dated 14 February 2025 published by the Bank on the website of the “HKEXnews” website of HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)).

It is now proposed that the Shareholders’ General Meeting elects Mr. Dong Yang as Non-executive Director of the Bank. The term of office of new session of Mr. Dong Yang as Non-executive Director of the Bank shall take effect on the date when the approval from the Shareholders’ General Meeting is obtained.

The biography of Mr. Dong Yang is set out below: Dong Yang, male, Chinese nationality, born in November 1966. He has served as Non-executive Director of the Bank since January 2022. Mr. Dong Yang joined the Ministry of Finance in August 1989 and worked successively in the Human Resources Department, the Department of Industry and Transportation, the Department of Economy and Trade and the Department of National Defense. Since 2001, he has successively served as assistant researcher, researcher and secretary (director level) of the Department of National Defense of the Ministry of Finance. Since April 2015, he has successively served as a member of the CPC Committee, Deputy Inspector and Discipline Inspection Team Leader of the Commissioner’s Office of the Ministry of Finance in Heilongjiang. Since December 2018, he has served as a member of the CPC Committee, Deputy Inspector and Discipline Inspection Leader of the Commissioner’s Office of the Ministry of Finance in Beijing. Since April 2019, he has served as a member of the CPC Committee, Deputy Director and Discipline Inspection Team Leader of the Beijing Regulatory Bureau of the Ministry of Finance. He joined Central Huijin Investment Ltd. in 2022. Mr. Dong Yang obtained a Bachelor’s degree in Economics from the Beijing Normal University. He obtained a Master’s degree in Management from Harbin Engineering University.

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. Dong Yang 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. Dong Yang 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 directors, supervisors, senior

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## LETTER FROM THE BOARD

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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. Dong Yang 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.

### **6 PROPOSAL ON THE LIMIT FOR EXTERNAL DONATIONS IN 2025**

In order to better fulfil the social responsibilities as a large state-owned bank, and actively contribute to rural revitalization and charity, culture and education and other social welfare undertakings, the Bank plans to donate RMB147 million in 2025.

The Bank's current Plan on Authorization of the Shareholders' General Meeting to the Board of Directors and the Plan on Authorization of the Board of Directors to the President provide that the authorization power of the Board and the President is: the expense on a single external donation shall not exceed RMB8 million, and the total expense of external donations of the current year shall not exceed the sum of RMB25 million and 0.03% of the Bank's net profit in the preceding year (where the sum would exceed RMB100 million, it shall be implemented in accordance with the amount of RMB100 million). According to the 2024 audited net profit of the Bank, the authorization limit of the Board and the President for external donations for 2025 is RMB100 million. External donations that exceed the authorization limit must be submitted to the Board and Shareholders' General Meeting for consideration and approval.

In recent years, the Bank relied on the strength of its business, has always adhered to the principle of "addressing the country's needs, giving full play to finance, and tapping into strengths of ICBC", has solidly promoted the consolidation and expansion of the achievements in poverty alleviation and ensured the effective implementation of rural revitalization. At the same time, the Bank continuously deepened the virtue of the Group's public welfare brand "ICBC Sight Initiative", enriched the virtue of public welfare and the forms of activities and established a long-term public welfare mechanism. In 2025, the Bank has a strong demand for donations for consolidating the achievements in poverty alleviation and supporting rural revitalization, and there is a continuous demand for donations for brand public welfare projects and certain overseas institutions. In order to continuously and deeply implement the national work deployment on promoting comprehensive rural revitalization, firmly promote the improvement of the level of rural industry development, rural construction and rural governance, and actively fulfil the social responsibilities of a large bank, the Bank plans to donate RMB147 million in 2025. The donation will be mainly used to support rural revitalization and common prosperity, as well as public welfare projects such as charity, culture and education. External donations within this limit shall be subject to the approval of the President upon the

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## LETTER FROM THE BOARD

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delegation by the Board after the authorization by the Shareholders' General Meeting. The limit for external donations for this year shall be effective after the consideration and approval by the Shareholders' General Meeting.

The Proposal on the Limit for External Donations in 2025 was considered and approved at the meeting of the Board and is now submitted to the Shareholders' General Meeting for consideration.

### **7 PROPOSAL ON THE ISSUANCE OF CAPITAL INSTRUMENTS AND TOTAL LOSS-ABSORBING CAPACITY ELIGIBLE NON-CAPITAL DEBT INSTRUMENTS**

In order to further support the development of the real economy, effectively prevent and control the financial risks, steadily improve the capital strength of the Bank, optimize the capital structure and maintain good market image of the Bank, it is hereby submitted to the Shareholders' General Meeting for approval the proposal on the issuance of capital instruments and total loss-absorbing capacity eligible non-capital debt instruments of the Bank in accordance with the following terms and conditions:

#### **(I) Issuance Plan**

- (1) Issuance amount: no more than RMB800 billion or equivalent in foreign currency;
- (2) Type of instruments: undated capital bonds and eligible tier 2 capital instruments which meet the relevant requirements as stipulated in the Rules on Capital Management of Commercial Banks; total loss-absorbing capacity non-capital debt instruments which meet the relevant requirements as stipulated in the Administrative Measures on the Total Loss-Absorbing Capacity of Global Systemically Important Banks;
- (3) Place and Manner: depending on the Bank's needs and market conditions, to be issued in batches in domestic and overseas markets;
- (4) Tenor: same as the ongoing operation term of the Bank for undated capital bonds; not less than 5 years for eligible tier 2 capital instruments; not less than 1 year for total loss-absorbing capacity non-capital debt instruments;
- (5) Interest rate: to be determined with reference to market interest rates;
- (6) Means of loss absorption: upon the occurrence of triggering events as specified in the issuance document, the loss shall be absorbed through a write-down mechanism for undated capital bonds and eligible tier 2 capital instruments; upon the occurrence of disposal, the loss shall be absorbed through a write-down mechanism for total loss-absorbing capacity non-capital debt instruments;

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## LETTER FROM THE BOARD

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- (7) Use of proceeds: undated capital bonds and eligible tier 2 capital instruments to replenish capital of the Bank, total loss-absorbing capacity non-capital debt instruments to replenish total loss-absorbing capacity of the Bank;
- (8) Term of validity of the resolution: shall be valid from the date of approval by the Shareholders' General Meeting and will remain valid until 24 months after the date of approval by the NFRA.

### **(II) Matter for authorization**

Subject to approval and grant of authority by the Shareholders' General Meeting to the Board, the Board delegates the full power and authority to the senior management to handle all matters relating to the issuance of such undated capital bonds, eligible tier 2 capital instruments and total loss-absorbing capacity non-capital debt instruments at an appropriate time in accordance with the regulations and approval requirements promulgated by relevant regulatory authorities, including but not limited to decide on related matters such as time of issuance, batch, amount, currency, tenor, interest rate, market and manner of issuance in accordance with market conditions, the Bank's asset and liability structure and other factors. The term of such authorization shall commence on the date of approval of this proposal by the Shareholders' General Meeting of the Bank and shall be valid until 24 months after the date of approval by the NFRA; the Board delegates the full power and authority to the senior management to handle all related matters such as interest payment, redemption and write-down in accordance with the regulations and approval requirements promulgated by relevant regulatory authorities during the term of such capital instruments.

The Proposal on the Issuance of Capital Instruments and Total Loss-Absorbing Capacity Eligible Non-Capital Debt Instruments was considered and approved at the meeting of the Board and is now submitted to the Shareholders' General Meeting for consideration.

### **8 PROPOSAL ON REVIEWING THE ARTICLES OF ASSOCIATION OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED (VERSION 2025) AND THE MATTERS RELATED TO THE DISSOLUTION OF THE BOARD OF SUPERVISORS**

Details of the Proposal on Reviewing the Articles of Association of Industrial and Commercial Bank of China Limited (Version 2025) and the Matters Related to the Dissolution of the Board of Supervisors are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### **9 PROPOSAL ON REVIEWING THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' MEETING OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED (VERSION 2025)**

Details of the Proposal on Reviewing the Rules of Procedures for the Shareholders' Meeting of Industrial and Commercial Bank of China Limited (Version 2025) are set out in Appendix II to this circular.

### **10 PROPOSAL ON REVIEWING THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED (VERSION 2025)**

Details of the Proposal on Reviewing the Rules of Procedures for the Board of Directors of Industrial and Commercial Bank of China Limited (Version 2025) are set out in Appendix III to this circular.

### **11 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 Harbour Grand Kowloon, 20 Tak Fung Street, Whampoa Garden, Hung Hom, Kowloon, Hong Kong concurrently on Friday, 27 June 2025 at 2:50 p.m., is set out on pages 225 to 227 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, 24 June 2025.

### **12 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**



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**APPENDIX I      PROPOSAL ON REVIEWING THE ARTICLES OF ASSOCIATION  
OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED  
(VERSION 2025) AND THE MATTERS RELATED TO  
THE DISSOLUTION OF THE BOARD OF SUPERVISORS**

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**PROPOSAL ON REVIEWING THE ARTICLES OF ASSOCIATION OF INDUSTRIAL  
AND COMMERCIAL BANK OF CHINA LIMITED (VERSION 2025) AND THE  
MATTERS RELATED TO THE DISSOLUTION OF THE BOARD OF SUPERVISORS**

To All Shareholders,

In accordance with the laws and regulations such as the *Company Law*, *Guidelines on Articles of Association of Listed Companies*, *Measures for the Administration of Independent Directors of Listed Companies*, the latest regulatory requirements, and the reform requirements for the board of supervisors, and in line with the Bank's corporate governance practices, the Bank revises the Articles. For the specific revisions, please refer to the appendix of the proposal.

The *Proposal on Reviewing the Articles of Association of Industrial and Commercial Bank of China Limited (Version 2025) and the Matters Related to the Dissolution of the Board of Supervisors* was reviewed and approved by the Board of the Bank, and now it is submitted for deliberation to the Shareholders' General Meeting. Additionally, the Shareholders' General Meeting is requested to delegate the Board and agree the Board to re-delegate the chairman to make corresponding revisions to the Articles based on the opinions or requirements of regulatory authorities, the securities exchange where the Bank's stock is listed, and other relevant departments, and to handle all relevant matters such as the approval of revisions to the Articles and the filing with market supervision and administration authorities.

According to relevant regulatory requirements, after being reviewed and approved by the Shareholders' General Meeting, the newly revised Articles shall be submitted for the approval to the NFRA before coming into effect. At that time, the Bank's board of supervisors and supervisors will be legally dismissed, and the *Rules of Procedure for the Board of Supervisors of Industrial and Commercial Bank of China Limited* will be abolished simultaneously.

The above proposal is hereby submitted for deliberation.

Appendix: Comparison Table of Revisions to the *Articles of Association of Industrial and Commercial Bank of China Limited (Version 2025)*

Proposer: Board of Directors of Industrial and Commercial Bank of China Limited



**APPENDIX I      PROPOSAL ON REVIEWING THE ARTICLES OF ASSOCIATION  
OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED  
(VERSION 2025) AND THE MATTERS RELATED TO  
THE DISSOLUTION OF THE BOARD OF SUPERVISORS**

Appendix:

**Comparison Table of Revisions to the *Articles of Association of Industrial and Commercial Bank of China Limited (Version 2025)***

No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter 1 General Provisions</b>	<b>Chapter 1 General Provisions</b>
1.	Article 1	For the purpose of protecting the legitimate rights and interests of Industrial and Commercial Bank of China Limited (hereinafter referred to as the “Bank”), its shareholders and creditors, and of standardizing the organization and activities of the Bank, the Articles of Association of the Bank (hereinafter referred to as the “Articles”) are hereby formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “ <i>Company Law</i> ”), <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “ <i>Securities Law</i> ”), <i>Law of the People’s Republic of China on Commercial Banks</i> (hereinafter referred to as the “ <i>Commercial Banking Law</i> ”), <i>Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies</i> (hereinafter referred to as the “ <i>Special Regulations</i> ”), <i>Mandatory Provisions for Articles of Association of Companies Listing Abroad</i> (hereinafter referred to as the “ <i>Mandatory Provisions</i> ”) and <i>Guidelines on Articles of Association of Listed Companies</i> (hereinafter referred to as the “ <i>Guidelines</i> ”) as well as other relevant laws, administrative regulations and rules.	For the purpose of protecting the legitimate rights and interests of Industrial and Commercial Bank of China Limited (hereinafter referred to as the “Bank”), its shareholders, <b>employees</b> and creditors, and of standardizing the organization and activities of the Bank, the <i>Articles of Association of the Bank</i> (hereinafter referred to as the “Articles”) are hereby formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “ <i>Company Law</i> ”), <i>Securities Law of the People’s Republic of China</i> (hereinafter referred to as the “ <i>Securities Law</i> ”), <i>Law of the People’s Republic of China on Commercial Banks</i> (hereinafter referred to as the “ <i>Commercial Banking Law</i> ”), <del><i>Special Regulations of the State Council concerning the Offering and Listing of Shares Overseas by Joint Stock Limited Companies</i></del> (hereinafter referred to as the “ <i>Special Regulations</i> ”), <del><i>Mandatory Provisions for Articles of Association of Companies Listing Abroad</i></del> (hereinafter referred to as the “ <i>Mandatory Provisions</i> ”) and <i>Guidelines on Articles of Association of Listed Companies</i> (hereinafter referred to as the “ <i>Guidelines</i> ”) as well as other relevant laws, administrative regulations <del>and, rules,</del> <b>and relevant provisions of the securities regulatory authorities in the places where the Bank’s shares are listed.</b>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
2.	Article 6	The legal representative of the Bank shall be the chairperson of its board of directors.	The legal representative of the Bank shall be the chairperson of its board of directors. <b><u>Where the chairperson resigns, such resignation shall be deemed as a simultaneous resignation from the position of legal representative.</u></b>
3.	Article 8	<p>The Articles shall be binding upon the Bank, its shareholders, directors, supervisors, presidents and other senior management personnel. The aforesaid personnel may claim their rights in relation to the Bank in accordance with the Articles.</p> <p>According to the Articles, the shareholders shall have the right to take legal proceedings against the Bank; the Bank shall have the right to take legal proceedings against its shareholders; the shareholders shall have the right to take legal proceedings against other shareholders; and the shareholders shall have the right to take legal proceedings against directors, supervisors, presidents and other senior management personnel of the Bank.</p> <p>The “legal proceedings” referred to in the previous item shall include filing suits to a court or applying for arbitration to an arbitration organization.</p>	<p>The Articles shall be binding upon the Bank, its shareholders, directors, <del>supervisors</del>, presidents and other senior management personnel. The aforesaid personnel may claim their rights in relation to the Bank in accordance with the Articles.</p> <p>According to the Articles, the shareholders shall have the right to take legal proceedings against the Bank; the Bank shall have the right to take legal proceedings against its shareholders; the shareholders shall have the right to take legal proceedings against other shareholders; and the shareholders shall have the right to take legal proceedings against directors, <del>supervisors</del>, presidents and other senior management personnel of the Bank.</p> <p>The “legal proceedings” referred to in the previous item shall include filing suits to a court or applying for arbitration to an arbitration organization.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
4.	Article 10	<p>In light of the need for business development and subject to approval of the banking regulatory authority of the State Council, the Bank may set up, change or cancel, according to laws, administrative regulations, rules and the Articles, such entities including but not limited to branches (branch companies), bank subsidiaries (subsidiary companies) and representative offices in China and abroad. Except the bank subsidiaries (subsidiary companies), other such entities shall not have the independent legal personality and shall carry out their operations within the authority granted by the Bank and be uniformly managed by the Bank.</p> <p>The “bank subsidiaries (subsidiary companies)” referred to in the Articles shall mean the invested legal person corporations that have been incorporated into the consolidated financial statements and have met one of the following conditions unless there is evidence indicating that the Bank is unable to control the invested legal person corporation:</p> <p>(1) The Bank has, directly or through its bank subsidiaries (subsidiary companies), owned more than half of the voting rights of shareholders’ meeting (the general meeting of shareholders) of the invested legal person corporation;</p>	<p>In light of the need for business development and subject to approval of the banking regulatory authority of the State Council, the Bank may set up, change or cancel, according to laws, administrative regulations, rules and the Articles, such entities including but not limited to branches (branch companies), bank subsidiaries (subsidiary companies) and representative offices in China and abroad. Except the bank subsidiaries (subsidiary companies), other such entities shall not have the independent legal personality and shall carry out their operations within the authority granted by the Bank and be uniformly managed by the Bank.</p> <p>The “bank subsidiaries (subsidiary companies)” referred to in the Articles shall mean the invested legal person corporations that have been incorporated into the consolidated financial statements and have met one of the following conditions unless there is evidence indicating that the Bank is unable to control the invested legal person corporation:</p> <p>(1) The Bank has, directly or through its bank subsidiaries (subsidiary companies), owned more than half of the voting rights of shareholders’ meeting <del>(the general meeting of shareholders)</del> of the invested legal person corporation;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(2) The Bank has owned half or less than half of the voting rights of shareholders' meeting (the general meeting of shareholders) of the invested legal person corporation, but has met one of the following conditions:</p> <p>(i) the Bank has owned more than half of the voting rights of the invested legal person corporation through agreement with other investors of the invested legal person corporation;</p> <p>(ii) the Bank has the right to decide the financial and operational policies of the invested legal person corporation based on the articles of association of the invested legal person corporation or other relevant investment agreements;</p> <p>(iii) the Bank has the right to appoint or dismiss more than half of the members of the board of directors or similar organ of the invested legal person corporation;</p> <p>(iv) the Bank has owned more than half of the voting rights at the board of directors or similar organ of the invested legal person corporation.</p> <p>The "consolidated financial statements" referred to in this Article shall mean the financial statements that reflect the overall financial position, operating results and cash flow of the Bank and all bank subsidiaries (subsidiary companies) of the Bank.</p>	<p>(2) The Bank has owned half or less than half of the voting rights of shareholders' meeting—<del>(the general meeting of shareholders)</del> of the invested legal person corporation, but has met one of the following conditions:</p> <p>(i) the Bank has owned more than half of the voting rights of the invested legal person corporation through agreement with other investors of the invested legal person corporation;</p> <p>(ii) the Bank has the right to decide the financial and operational policies of the invested legal person corporation based on the articles of association of the invested legal person corporation or other relevant investment agreements;</p> <p>(iii) the Bank has the right to appoint or dismiss more than half of the members of the board of directors or similar organ of the invested legal person corporation;</p> <p>(iv) the Bank has owned more than half of the voting rights at the board of directors or similar organ of the invested legal person corporation.</p> <p>The "consolidated financial statements" referred to in this Article shall mean the financial statements that reflect the overall financial position, operating results and cash flow of the Bank and all bank subsidiaries (subsidiary companies) of the Bank.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
5.	Article 12	For the purpose of the Articles, “senior management personnel” shall include president, vice president, executive directors, board secretary, chief risk officer, chief financial officer and other senior management personnel appointed by board of directors.	For the purpose of the Articles, “senior management personnel” shall include president, vice president, <del> executive directors,</del> <del> board secretary, chief risk officer,</del> <del> chief financial officer</del> and other senior management personnel determined <b><u>and appointed</u></b> by board of directors.
6.	Article 13	In accordance with the relevant regulations of the <i>Constitution of the Communist Party of China</i> and the <i>Company Law of China</i> , organizations of the Communist Party of China (hereinafter the “Party”) shall be established; the Party Committee shall play the leadership role, providing direction, managing the overall situation and facilitating implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.	In accordance with the relevant regulations of the <i>Constitution of the Communist Party of China</i> and the <i>Company Law of China</i> , organizations of the Communist Party of China (hereinafter the “Party”) shall be established <b><u>to carry out Party activities</u></b> ; the Party Committee shall play the leadership role, providing direction, managing the overall situation and <b><u>ensuring</u></b> <del> facilitating</del> implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization <b><u>and provide necessary conditions for the activities of Party organizations.</u></b>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter 2 Purpose and Scope of Business</b>	<b>Chapter 2 Purpose and Scope of Business</b>
7.	Article 14	<p>The purpose of the Bank is to commit itself to serving the real economy, e.g. manufacturing, preventing and controlling financial risks, and deepening the financial reform, pursuing a customer-focused and market-oriented policy, carrying out operational activities in compliance with laws and regulations, strengthening internal control, improving corporate governance, providing customers with high-quality and high-efficiency services, creating best returns for shareholders, continuously enhancing operational performance and enterprise value, and facilitating economic development and social progress.</p> <p>The Bank establishes a vision of high-quality development, promotes an honest and trustworthy, pioneering and innovative corporate culture, forms a prudent and compliant business vision, and abides by the fair, safe and orderly financial industry competition order. The Bank pursues the vision of innovative, coordinated, green, and open development that is for everyone, pays attention to environmental protection, proactively fulfills social responsibilities, maintains a sound social reputation, and creates harmonious social relations.</p>	<p>The purpose of the Bank is to commit itself to serving the real economy, e.g. manufacturing, preventing and controlling financial risks, <del>and</del> deepening the financial reform, <u>adhering to the people-centered approach</u>, pursuing a customer-focused and market-oriented policy, and carrying out operational activities in compliance with laws and regulations;<del>;</del> strengthening internal control, improving corporate governance, providing customers with high-quality and high-efficiency services, creating best returns for shareholders, and continuously enhancing operational performance and enterprise value;<del>;</del><del>and facilitating economic development and social progress</del> <del>The Bank establishes a vision of high-quality development, promotes an honest and trustworthy, pioneering and innovative corporate culture, forms a prudent and compliant business vision, and abides by the fair, safe and orderly financial industry competition order. The Bank pursues</del> <u>pursuing</u> the vision of innovative, coordinated, green, and open development that is for everyone, pays attention to environmental protection, proactively fulfills social responsibilities, maintains a sound social reputation, and creates harmonious social relations.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
			<p><u>The Bank is committed to high-quality financial development, actively cultivating and practicing a financial culture with Chinese characteristics, advancing along the path of financial development with Chinese characteristics as a leading bank, continuously promoting the “five transformations” of intelligent risk control, modern layout, digital driver, diversified structure and ecological foundation, enhancing high-quality financial services for major strategies, key areas, and weak links, striving to excel in the “Five Priorities” of technology finance, green finance, inclusive finance, pension finance and digital finance, and acting as the main force in serving the real economy, the ballast stone in maintaining financial stability, a bellwether in building strong financial institutions, and a benchmark bank in fulfilling major responsibilities and core businesses, to build a world-class and modern financial institution with Chinese characteristics.</u></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter 3 Shares and Registered Capital</b>	<b>Chapter 3 Shares and Registered Capital</b>
		<b>Section 1 Issuing of Shares</b>	<b>Section 1 Issuing of Shares</b>
8.	Article 21	Upon the approval of the authorities authorized by the State Council, as at 31 December 2021, the total amount of ordinary shares that the Bank may issue is 356,406,257,089. The number of shares issued to the promoters when the Bank was being restructured and incorporated as a joint stock limited company is 248,000,000,000 shares, representing 69.58% of the total ordinary shares that the Bank may issue.	Upon the approval of the authorities authorized by the State Council, as at <del>31 December 2021</del> <b>31 December 2024</b> , the total amount of ordinary shares that the Bank may issue is 356,406,257,089. The number of shares issued to the promoters when the Bank was being restructured and incorporated as a joint stock limited company is 248,000,000,000 shares, representing 69.58% of the total ordinary shares that the Bank may issue.
9.	Article 22	After being restructured and incorporated as a joint stock limited company, and upon the completion of the initial public issuance of domestic listed shares and overseas listed shares, the Bank shall issue 86,018,850,026 ordinary shares, including 71,068,850,026 overseas listed shares, representing 21.28% of the total ordinary shares that the Bank may issue, and the Bank shall issue 14,950,000,000 domestic listed shares to the public.	After being restructured and incorporated as a joint stock limited company, and upon the completion of the initial public issuance of domestic listed shares and overseas listed shares, the Bank shall issue 86,018,850,026 ordinary shares, including 71,068,850,026 overseas listed shares, representing 21.28% of the total ordinary shares that the Bank may issue, and the Bank shall issue 14,950,000,000 domestic listed shares to the public.



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No.	Article No.	Pre-revision clauses	Post-revision clauses
		As at 31 December 2021, the composition of the Bank's share capital shall be: 356,406,257,089 ordinary shares, of which the promoter Ministry of Finance of the People's Republic of China shall hold 110,984,806,678 domestic listed shares (In 2019, pursuant to relevant provisions of the State Council on transferring part of state-owned capital to social security funds, the Ministry of Finance of the People's Republic of China transferred 12,331,645,186 shares of the Bank to the National Council for Social Security Fund in a lump sum), the promoter Central Huijin Investment Ltd. shall hold 123,717,852,951 domestic listed shares, other shareholders of domestic listed shares shall hold 34,909,552,910 shares, and the shareholders of overseas listed shares shall hold 86,794,044,550 shares.	As at <del>31 December 2021</del> <b><u>31 December 2024</u></b> , the composition of the Bank's share capital shall be: 356,406,257,089 ordinary shares, of which the promoter Ministry of Finance of the People's Republic of China shall hold 110,984,806,678 domestic listed shares (In 2019, pursuant to relevant provisions of the State Council on transferring part of state-owned capital to social security funds, the Ministry of Finance of the People's Republic of China transferred 12,331,645,186 shares of the Bank to the National Council for Social Security Fund in a lump sum), the promoter Central Huijin Investment Ltd. shall hold <del>123,717,852,951</del> <b><u>124,004,660,940</u></b> domestic listed shares, other shareholders of domestic listed shares shall hold <del>34,909,552,910</del> <b><u>34,622,744,921</u></b> shares, and the shareholders of overseas listed shares shall hold 86,794,044,55 shares.

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No.	Article No.	Pre-revision clauses	Post-revision clauses
10.	Former Article 23	<p>After the Bank’s plan on issuing overseas listed shares and domestic listed shares has been registered or has completed relevant procedures with the securities regulatory authority of the State Council or the department authorized by the State Council, the board of directors of the Bank may arrange for implementation of such plan by means of separate issuing.</p> <p>The Bank’s plan on issuing overseas listed shares and domestic listed shares separately in accordance with the provision aforesaid may be implemented respectively within fifteen (15) months upon the date of registration or completion of relevant procedures with the securities regulatory authority of the State Council or the department authorized by the State Council.</p>	Deleted
11.	Former Article 24	Where the Bank issues the overseas listed shares and domestic listed shares within the total shares defined in the issuance plan, every such issue of shares shall be fully subscribed at one time. Where special circumstances make it impossible for full subscription at one time, the shares may be issued in several stages, subject to registration or completion of relevant procedures with the securities regulatory authority of the State Council or the department authorized by the State Council.	Deleted

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Section 2 Increase and Reduction of Shares and Their Redemption</b>	<b>Section 2 Increase and Reduction of Shares and Their Redemption</b>
12.	Article 25 (former Article 27)	<p>Upon the demands of operation and business development and in accordance with relevant laws and regulations, the Bank may, subject to resolutions of the general meeting of shareholders and approval of relevant competent authorities, increase its registered capital in the following ways:</p> <p>(1) public offering;</p> <p>(2) non-public offering;</p> <p>(3) allotting new shares to existing shareholders;</p> <p>(4) transferring capital reserve to share capital;</p> <p>(5) other methods permitted by relevant competent authorities or by laws and administrative regulations.</p> <p>After being approved according to the Articles of the Bank, the Bank's increase of capital by issuing new shares shall be conducted in accordance with the procedures provided in relevant laws and administrative regulations.</p>	<p>Upon the demands of operation and business development and in accordance with relevant laws and regulations, the Bank may, subject to resolutions of the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> and approval of relevant competent authorities, increase its registered capital in the following ways:</p> <p>(1) <del>public offering</del> <b><u>issuing shares to non-specific investors;</u></b></p> <p>(2) <del>non-public offering</del> <b><u>issuing shares to specific investors;</u></b></p> <p>(3) allotting new shares to existing shareholders;</p> <p>(4) transferring capital reserve to share capital;</p> <p>(5) other methods permitted by relevant competent authorities or by laws and administrative regulations.</p> <p>After being approved according to the Articles of the Bank, the Bank's increase of capital by issuing new shares shall be conducted in accordance with the procedures provided in relevant laws and administrative regulations.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
13.	Article 26 (former Article 28)	<p>The Bank may reduce its registered capital in accordance with the provisions of the Articles.</p> <p>The Bank shall prepare a balance sheet and a detailed inventory of assets when it is to reduce its registered capital.</p> <p>The Bank shall notify its creditors within ten (10) days of adopting the resolution to reduce its registered capital and shall publish an announcement of the resolution in newspaper at least three (3) times within thirty (30) days. Creditors shall, within 30 days of receiving a written notice or within 90 days since the date of the first public announcement for those who have not received a written notice, be entitled to require the Bank to repay its debts in full or to provide a corresponding guarantee for repayment.</p> <p>The registered capital of the Bank after reduction shall not be less than the statutory minimum.</p>	<p>The Bank may reduce its registered capital in accordance with the provisions of the Articles.</p> <p>The Bank shall prepare a balance sheet and a detailed inventory of assets when it is to reduce its registered capital.</p> <p>The Bank shall notify its creditors within ten (10) days of adopting the resolution to reduce its registered capital and shall publish an announcement of the resolution in newspaper <b><u>or the National Enterprise Credit Information Publicity System</u></b> <del>at least three (3) times</del> within thirty (30) days. Creditors shall, within 30 days of receiving a <del>written</del> notice or within <b><u>forty-five (45)</u></b> <del>90</del> days since the date of the <del>first</del> public announcement for those who have not received a <del>written</del> notice, be entitled to require the Bank to repay its debts in full or to provide a corresponding guarantee for repayment.</p> <p>The registered capital of the Bank after reduction shall not be less than the statutory minimum.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
14.	Article 30 (former Article 32)	<p>The Bank shall apply for the registration of registered capital change to the Administration for Industry and Commerce when the Bank repurchases its shares and cancels such shares.</p> <p>The amount of the Bank's registered capital shall be reduced by the total par value of the shares cancelled.</p>	<p>The Bank shall apply for the registration of registered capital change to the <u>company registration authority</u> <del>Administration for Industry and Commerce</del>—when the Bank repurchases its shares and cancels such shares.</p> <p>The amount of the Bank's registered capital shall be reduced by the total par value of the shares cancelled.</p>
		<b>Chapter 4 Financial Aid for Purchase of Shares of the Bank</b>	<b><del>Chapter</del>Section 4 Financial Aid for Purchase of Shares of the Bank</b>
15.	Article 36	Newly added	<p><u>Neither the Bank nor its subsidiaries (including its affiliated enterprises) shall provide any financial aid for any party to acquire shares of the Bank or its parent company in the form of gifts, advances, guarantees, loans, or any other means, except when the Bank implements an employee stock ownership plan.</u></p> <p><u>For the benefit of the Bank, upon resolution of the shareholders' meeting, or the board of directors making a resolution in accordance with the Articles or the authorization of the shareholders' meeting, the Bank may provide financial aid to others to acquire shares of the Bank or its parent company, but the cumulative total of financial aid shall not exceed the ten percent (10%) of the total issued share capital. Resolutions made by the board of directors must be approved by more than two-thirds (2/3) of all directors.</u></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
16.	Former Article 38	<p>The Bank or the bank subsidiaries (subsidiary companies) shall not offer any financial aid at any time by any means to purchasers or prospective purchasers of the Bank's shares. Such purchasers of the Bank's shares as mentioned above shall include those who directly or indirectly assume the obligations due to purchase of the shares of the Bank.</p> <p>The Bank or the bank subsidiaries (subsidiary companies) shall not offer any financial aid at any time by any means in order to reduce or relieve the obligations of the aforesaid purchasers due to their purchase or intention of purchase of the shares of the Bank.</p> <p>This clause does not apply to the circumstances as defined in Article 40 of this Chapter.</p>	Deleted

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No.	Article No.	Pre-revision clauses	Post-revision clauses
17.	Former Article 39	<p>The “financial aid” referred to in this chapter shall include but not limited to the following means:</p> <p>(1) donation;</p> <p>(2) guarantee (including the guarantor’s bearing responsibility or offering property to guarantee the obligator’s performance of obligations), compensation (but excluding the compensation arising from the Bank’s fault), relief or waiver of rights;</p> <p>(3) providing loans or entering into a contract in which the Bank performs its obligations prior to other parties; change of the parties to such loans and contract as well as transfer of rights in such contract;</p> <p>(4) financial aid provided by the Bank in any other form when the Bank is insolvent or has no net assets or such financial aid will lead to great decrease of net assets.</p> <p>The obligations referred to in this chapter shall include the obligations of the obligator by signing a contract or making an arrangement or changing its financial status in any other ways, regardless of whether or not the aforesaid contract or arrangement is enforceable, or whether or not such obligations are assumed by the obligator individually or jointly with other persons.</p>	Deleted

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No.	Article No.	Pre-revision clauses	Post-revision clauses
18.	Former Article 40	<p>The following acts shall not be deemed as the acts forbidden under Article 38 of this Chapter:</p> <p>(1) where the Bank provides the relevant financial aid in good faith for the benefit of the Bank and the main purpose of the financial aid is not to purchase shares of the Bank, or the financial aid is an incidental part of an overall plan of the Bank;</p> <p>(2) lawful distribution of the Bank's property in the form of dividends;</p> <p>(3) distribution of dividends in the form of shares;</p> <p>(4) reduction of registered capital, shares repurchase, adjustment of shareholding structure, etc., in accordance with the Articles of the Bank;</p> <p>(5) provision of loans by the Bank within its business scope and in normal business (provided that the provision does not lead to a reduction in the net assets of the Bank or that even if it constitutes a reduction, the financial aid was paid out of the Bank's distributable profits); and</p> <p>(6) provision of fund by the Bank for an employee shareholding scheme (provided that the provision does not lead to a reduction in the net assets of the Bank or that even if it constitutes a reduction, the financial aid was paid out of the Bank's distributable profits).</p>	Deleted



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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter 6 Party Organization (Party Committee)</b>	<b>Chapter 56 Party Organization (Party Committee)</b>
19.	Article 49 (former Article 53)	The Committee of the Communist Party of China of Industrial and Commercial Bank of China Limited (hereinafter the “Party Committee”) shall be established within the Bank. The Party Committee shall consist of one (1) secretary, two (2) deputy secretaries and several other members. The chairperson of the board of directors of the Bank and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. Eligible members of the Party Committee can join the board of directors, the board of supervisors and the senior management through legal procedures, while eligible Party members of the board of directors, the board of supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures. The Bank shall adhere to the unity of the strengthening of the Party’s leadership and the improving of corporate governance, so as to realize inherent integration, coordinated implementation and collaborative linkage. Meanwhile, a Party discipline inspection and supervision institution shall be established in accordance with relevant requirements.	The Committee of the Communist Party of China of Industrial and Commercial Bank of China Limited (hereinafter the “Party Committee”) shall be established within the Bank. The Party Committee shall consist of one (1) secretary, <b>one (1) to</b> two (2) deputy secretaries and several other members. The chairperson of the board of directors of the Bank and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. Eligible members of the Party Committee can join the board of directors, <del>the board of supervisors</del> and the senior management through legal procedures, while eligible Party members of the board of directors, <del>the board of supervisors</del> and the senior management can also join the Party Committee in accordance with relevant rules and procedures. <b><u>Meanwhile, a Party discipline inspection and supervision institution shall be established in accordance with relevant requirements.</u></b> The Bank shall adhere to the unity of the strengthening of the Party’s leadership and the improving of corporate governance, <b><u>and integrate Party leadership into all aspects of corporate governance,</u></b> so as to realize inherent integration, coordinated implementation and collaborative linkage. <del>Meanwhile, a Party discipline inspection and supervision institution shall be established in accordance with relevant requirements,</del> <b><u>and lead the Bank’s high-quality development with high-quality Party building.</u></b>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
20.	Article 50 (former Article 54)	<p>The Party Committee shall, in accordance with the Constitution of the Communist Party of China and other internal laws and regulations of the Party, perform the following duties:</p> <p>(1) Thoroughly studying and implementing Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, strengthening the Party's political building of the Bank, adhering to and implementing the fundamental systems, basic systems and important systems of Socialism with Chinese Characteristics, ensuring and supervising the Bank's implementation of policies and guidelines of the Party and the State, and implementing major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations;</p>	<p>The Party Committee shall, in accordance with the Constitution of the Communist Party of China and other internal laws and regulations of the Party, perform the following duties:</p> <p>(1) <b><u>Adhering to the centralized and unified leadership of the Party Central Committee over the financial work,</u></b> tThoroughly studying and implementing Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, strengthening the Party's political building of the Bank, adhering to and implementing the fundamental systems, basic systems and important systems of Socialism with Chinese Characteristics, ensuring and supervising the Bank's implementation of policies and guidelines of the Party and the State, and implementing major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations;</p>

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		<p>(2) Strengthening its leadership and gate keeping role in the management of the process of selection and appointment of personnel, effectively reinforcing the building of leadership team, a contingent of officials and a contingent of professionals of the Bank, focusing on standards, procedure, evaluation, recommendation and supervision, upholding the integration of the principle that the Party manages the officials with the function of the board of directors in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management;</p> <p>(3) Researching and discussing the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and putting forth comments and suggestions. Supporting the shareholders' general meeting, the board of directors, the board of supervisors and the senior management of the Bank in performing their duties in accordance with law and supporting the Congress of Employees in carrying out its work;</p>	<p>(2) Strengthening its leadership and gate keeping role in the management of the process of selection and appointment of personnel, <b><u>adhering to the standards of political integrity, professional competence, and exemplary conduct,</u></b> effectively reinforcing the building of leadership team, a contingent of officials and a contingent of professionals of the Bank, focusing on standards, procedure, evaluation, recommendation and supervision, upholding the integration of the principle that the Party manages the officials with the function of the board of directors in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management, <b><u>and forging a high-caliber, professional contingent of financial officials who are loyal to the Party, clean, and responsible;</u></b></p> <p>(3) Researching and discussing the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and putting forth comments and suggestions. Supporting the shareholders' <del>general</del> meeting, the board of directors, <del>the board of supervisors</del> and the senior management of the Bank in performing their duties in accordance with law and supporting the Congress of Employees in carrying out its work;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(4) Assuming the primary responsibility to run the Party comprehensively with strict discipline, leading the Bank's ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Bank and the Communist Youth League, leading the construction of the Party's working style and its clean and honest administration, and supporting the Party discipline inspection and supervision institution in earnestly performing its supervisory responsibilities;</p> <p>(5) Strengthening the building of the Bank's grassroots Party organizations and of its contingent of Party members, giving full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and uniting and leading officials and employees bank-wide to devote themselves into the reform and development of the Bank;</p> <p>(6) Other material matters that fall within the duty of the Party Committee.</p>	<p>(4) Assuming the primary responsibility to run the Party comprehensively with strict discipline, leading the Bank's ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Bank and the Communist Youth League, leading the construction of the Party's working style and its clean and honest administration, <b><u>strengthening the development of a clean ICBC,</u></b> and supporting the Party discipline inspection and supervision institution in earnestly performing its supervisory responsibilities;</p> <p>(5) Strengthening the building of the Bank's grassroots Party organizations and of its contingent of Party members, giving full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and uniting and leading officials and employees bank-wide to devote themselves into the reform and development of the Bank;</p> <p>(6) Other material matters that fall within the duty of the Party Committee.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter 7 Shareholders and General Meeting of Shareholders</b>	<b>Chapter <del>6</del>7 Shareholders and General <del>Meeting</del> of Shareholders' <u>Shareholders'</u> Meeting</b>
		<b>Section 1 Shareholders</b>	<b>Section 1 Shareholders</b>
21.	Article 52 (former Article 56)	<p>Shareholders of ordinary shares of the Bank shall have the following rights:</p> <p>(1) collecting dividends and other forms of benefits distributed on the basis of the number of shares held by them;</p> <p>(2) attending or entrusting proxy to attend meetings of shareholders and exercise the voting rights;</p> <p>(3) supervising business operation of the Bank and putting forward suggestions or inquiries accordingly;</p> <p>(4) transferring shares in accordance with laws, administrative regulations, rules, relevant regulations of the securities regulatory authority of the locality where shares of the Bank are listed as well as the Articles;</p> <p>(5) obtaining relevant information in accordance with the Articles, including:</p> <p>(i) obtaining the Articles after paying relevant cost;</p>	<p>Shareholders of ordinary shares of the Bank shall have the following rights:</p> <p>(1) collecting dividends and other forms of benefits distributed on the basis of the number of shares held by them;</p> <p>(2) attending or entrusting proxy to attend meetings of shareholders and exercise the voting rights;</p> <p>(3) supervising business operation of the Bank and putting forward suggestions or inquiries accordingly;</p> <p>(4) transferring shares in accordance with laws, administrative regulations, rules, relevant regulations of the securities regulatory authority of the locality where shares of the Bank are listed as well as the Articles;</p> <p>(5) <b><u>reviewing and copying the Articles, shareholder register, shareholders' meeting minutes, board meeting resolutions, and financial accounting reports. Shareholders who meet the prescribed requirements may review the Bank's accounting books and accounting vouchers;</u></b> <del>obtaining relevant information in accordance with the Articles, including:</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(ii) reviewing and making copies of the following documents after paying reasonable costs:</p> <p>(a) all parts of the register of shareholders;</p> <p>(b) personal information of the director, supervisor, president and other senior management personnel of the Bank;</p> <p>(c) status of share capital of the Bank;</p> <p>(d) report on the aggregate par value, quantity, highest price and lowest price of each class of shares repurchased by the Bank since the last fiscal year, as well as all the expenses paid by the Bank therefore;</p> <p>(e) minutes of general meeting of shareholders.</p> <p>(6) participating in the distribution of the Bank's remaining property in proportion to the number of shares held by the shareholders when the Bank is terminated or liquidated; and</p> <p>(7) other rights conferred by laws, administrative regulations, rules and the Articles.</p>	<p><del>(i) obtaining the Articles after paying relevant cost;</del></p> <p><del>(ii) reviewing and making copies of the following documents after paying reasonable costs:</del></p> <p><del>(a) all parts of the register of shareholders;</del></p> <p><del>(b) personal information of the director, supervisor, president and other senior management personnel of the Bank;</del></p> <p><del>(c) status of share capital of the Bank;</del></p> <p><del>(d) report on the aggregate par value, quantity, highest price and lowest price of each class of shares repurchased by the Bank since the last fiscal year, as well as all the expenses paid by the Bank therefore;</del></p> <p><del>(e) minutes of general meeting of shareholders.</del></p> <p>(6) participating in the distribution of the Bank's remaining property in proportion to the number of shares held by the shareholders when the Bank is terminated or liquidated; and</p> <p>(7) other rights conferred by laws, administrative regulations, rules and the Articles.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
22.	Article 53 (former Article 57)	Shareholders shall submit to the Bank the written documents certifying the class and quantity of shares of the Bank held by them when they intend to review the information or documents stated in Item (5) of the preceding Article. After the Bank verifies the identity of such shareholders, it shall provide the information and documents as required by such shareholders.	<p>Shareholders shall <u>comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations</u> when they <del>intend</del> <u>require</u> to review <u>and copy</u> the information <del>or documents</del> stated in Item (5) of the preceding Article, <u>and</u> provide the Bank with written documents proving the type of shares held by them in the Bank as well as the number of shares held by them. After the Bank verifies the identity of such shareholders, it shall provide the information <del>and documents</del> as required by such shareholders.</p> <p><u>Shareholders who have individually or collectively held three percent (3%) or more of the Bank's shares for at least 180 consecutive days and request to review the Bank's accounting books and accounting vouchers shall submit a written request to the Bank specifying the purpose. If the Bank has reasonable grounds to believe that the shareholders' request to review the accounting books and accounting vouchers is for an improper purpose and may harm the Bank's legitimate interests, it may refuse to provide access to review.</u></p>

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<b>No.</b>	<b>Article No.</b>	<b>Pre-revision clauses</b>	<b>Post-revision clauses</b>
23.	Article 54 (former Article 58)	<p>Shareholders of ordinary shares of the Bank shall undertake the following obligations:</p> <p>(1) abiding by laws, administrative regulations, rules, regulatory provisions, and the Articles;</p> <p>(2) paying share capital according to the number of shares subscribed by them and the method of capital injection;</p> <p>(3) shareholders who have received loans from the Bank shall repay the loans due immediately and shall repay those undue in advance when the Bank is likely to suffer liquidity difficulties. Regarding the criterion used to determine such liquidity difficulties referred to herein, relevant regulations of the banking regulatory authority of the State Council concerning the payment risks of commercial banks shall apply;</p> <p>(4) substantial shareholders shall replenish capital or make written commitments to the Bank when necessary, except for Ministry of Finance, Central Huijin Investment Ltd., National Council for Social Security Fund and shareholder entities subject to exemption approved by the banking regulatory authority of the State Council; and shall support the reasonable measures proposed by the board to raise the capital adequacy ratio when such ratio of the Bank is lower than the statutory standard;</p>	<p>Shareholders of ordinary shares of the Bank shall undertake the following obligations:</p> <p>(1) abiding by laws, administrative regulations, rules, regulatory provisions, and the Articles;</p> <p>(2) paying share capital according to the number of shares subscribed by them and the method of capital injection;</p> <p>(3) shareholders who have received loans from the Bank shall repay the loans due immediately and shall repay those undue in advance when the Bank is likely to suffer liquidity difficulties. Regarding the criterion used to determine such liquidity difficulties referred to herein, relevant regulations of the banking regulatory authority of the State Council concerning the payment risks of commercial banks shall apply;</p> <p>(4) substantial shareholders shall replenish capital or make written commitments to the Bank when necessary, except for Ministry of Finance, Central Huijin Investment Ltd., National Council for Social Security Fund and shareholder entities subject to exemption approved by the banking regulatory authority of the State Council; and shall support the reasonable measures proposed by the board to raise the capital adequacy ratio when such ratio of the Bank is lower than the statutory standard;</p>



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		<p>(5) shareholders who should have obtained approval but have not obtained approval by or who have not reported to the banking regulatory authority of the State Council shall not exercise the rights to request, vote, nominate, propose, or dispose of at the general meeting of shareholders;</p> <p>(6) shareholders shall acquire shares of the Bank with proprietary funds from lawful sources, instead of entrusted funds, debt funds, and other non-proprietary funds, unless otherwise provided by laws, regulations, or regulatory systems;</p> <p>(7) the shareholding ratio and the number of shares of listed companies held through institutional shareholders shall comply with regulatory provisions, and shareholders shall not authorize or be authorized by another person to hold shares of the Bank;</p> <p>(8) shareholders shall, in accordance with laws, regulations, and regulatory provisions, truthfully notify the Bank of their financial information, equity structure, source of funds to acquire shares, controlling shareholder, de facto controller, related party, person acting in concert, beneficial owner, investment in another financial institution, and other information;</p>	<p>(5) shareholders who should have obtained approval but have not obtained approval by or who have not reported to the banking regulatory authority of the State Council shall not exercise the rights to request, vote, nominate, propose, or dispose of at the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>;</p> <p>(6) shareholders shall acquire shares of the Bank with proprietary funds from lawful sources, instead of entrusted funds, debt funds, and other non-proprietary funds, unless otherwise provided by <b><u>the state</u></b> <del>laws, regulations, or regulatory</del> systems;</p> <p>(7) the shareholding ratio and the number of shares of listed companies held through institutional shareholders shall comply with regulatory provisions, and shareholders shall not authorize or be authorized by another person to hold shares of the Bank;</p> <p>(8) shareholders shall, in accordance with laws, regulations, and regulatory provisions, truthfully notify the Bank of their financial information, equity structure, source of funds to acquire shares, controlling shareholder, de facto controller, related party, person acting in concert, beneficial owner, investment in another financial institution, and other information;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(9) if there are changes in the controlling shareholder, de facto controller, related party, person acting in concert, or beneficial owner of the shareholder, the relevant shareholder shall notify the Bank of the changes in writing in a timely manner in accordance with laws, regulations, and regulatory provisions;</p> <p>(10) if shareholders are involved in a merger or demerger, or are subject to an order for suspension of business for overhaul, designated custody, receivership, abolishment or any measure, or are subject to a dissolution, liquidation, bankruptcy proceeding, or have a change in its legal representative, company name, business premises, business scope, or any other important matter, they shall notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations, and regulatory provisions;</p> <p>(11) if the shares of the Bank held by shareholders are involved in litigation or arbitration, are subject to legal compulsory measures enforced by, among others, judicial authorities, or are pledged or released from a pledge, it shall notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations, and regulatory provisions;</p>	<p>(9) if there are changes in the controlling shareholder, de facto controller, related party, person acting in concert, or beneficial owner of the shareholder, the relevant shareholder shall notify the Bank of the changes in writing in a timely manner in accordance with laws, regulations, and regulatory provisions;</p> <p>(10) if shareholders are involved in a merger or demerger, or are subject to an order for suspension of business for overhaul, designated custody, receivership, abolishment or any measure, or are subject to a dissolution, liquidation, bankruptcy proceeding, or have a change in its legal representative, company name, business premises, business scope, or any other important matter, they shall notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations, and regulatory provisions;</p> <p>(11) if the shares of the Bank held by shareholders are involved in litigation or arbitration, are subject to legal compulsory measures enforced by, among others, judicial authorities, or are pledged or released from a pledge, it shall notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations, and regulatory provisions;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(12) if shareholders transfer or pledge the shares of the Bank held by it, or conducts a related party transaction with the Bank, they shall comply with laws, regulations, and regulatory provisions, and shall not harm the interests of other shareholders and the Bank;</p> <p>(13) shareholders and their controlling shareholder and de facto controller shall neither abuse shareholder rights or use the affiliation to harm the lawful rights and interests of the Bank, other shareholders, and stakeholders, nor interfere with the decision-making power and management power of the board of directors and senior management members under the Articles, nor bypass the board of directors and senior management members and directly interfere with the operation and management of the Bank;</p> <p>(14) if the Bank has a risk event or commits a material violation of provisions, shareholders shall cooperate with the regulatory authority in investigation and risk disposal;</p>	<p>(12) if shareholders transfer or pledge the shares of the Bank held by it, or conducts a related party transaction with the Bank, they shall comply with laws, regulations, and regulatory provisions, and shall not harm the interests of other shareholders and the Bank;</p> <p>(13) shareholders and their controlling shareholder and de facto controller shall neither abuse shareholder rights or use the affiliation to harm the lawful rights and interests of the Bank, other shareholders, and stakeholders, nor interfere with the decision-making power and management power of the board of directors and senior management members under the Articles, nor bypass the board of directors and senior management members and directly interfere with the operation and management of the Bank;</p> <p>(14) if the Bank has a risk event or commits a material violation of provisions, shareholders shall cooperate with the regulatory authority in investigation and risk disposal;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(15) for shareholders who make false statements, abuse shareholders' rights, or exhibit other behaviors that harm the interests of the Bank, the Bank may be limited or prohibited by the banking regulatory authority of the State Council from conducting related party transactions with such shareholders, and restrictions may be imposed on the limit of equities held by such shareholders and equity pledge ratio in the Bank, and their rights to request, vote, nominate, propose, and dispose of at the shareholders' meeting may be limited. Substantial shareholders shall make relevant commitments in accordance with relevant laws, regulations and regulatory provisions, and earnestly perform such commitments. The Bank shall have the right to take corresponding restrictive measures against substantial shareholders who violate the commitments;</p> <p>(16) other obligations imposed by laws, administrative regulations, rules, regulatory provisions and the Articles.</p>	<p>(15) for shareholders who make false statements, abuse shareholders' rights, or exhibit other behaviors that harm the interests of the Bank, the Bank may be limited or prohibited by the banking regulatory authority of the State Council from conducting related party transactions with such shareholders, and restrictions may be imposed on the limit of equities held by such shareholders and equity pledge ratio in the Bank, and their rights to request, vote, nominate, propose, and dispose of at the shareholders' meeting may be limited. Substantial shareholders shall make relevant commitments in accordance with relevant laws, regulations and regulatory provisions, and earnestly perform such commitments. The Bank shall have the right to take corresponding restrictive measures against substantial shareholders who violate the commitments;</p> <p>(16) other obligations imposed by laws, administrative regulations, rules, regulatory provisions and the Articles.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>For the obligations of ordinary shareholders specified in this Article, if the shareholders are the financial departments of the State Council or the investment institutions authorized by the State Council, and laws, regulations, departmental rules and normative documents provides otherwise, such provisions shall prevail. The financial departments of the State Council, investment institutions authorized by the State Council and other relevant shareholders shall not be subject to the inapplicable obligations of ordinary shareholders set forth in this Article.</p> <p>The Bank shall establish the corresponding loss absorption and risk defense mechanisms in case of material risks.</p>	<p>For the obligations of ordinary shareholders specified in this Article, if the shareholders are the financial departments of the State Council or the investment institutions authorized by the State Council, and laws, regulations, departmental rules and normative documents provides otherwise, such provisions shall prevail. The financial departments of the State Council, investment institutions authorized by the State Council and other relevant shareholders shall not be subject to the inapplicable obligations of ordinary shareholders set forth in this Article.</p> <p>The Bank shall establish the corresponding loss absorption and risk defense mechanisms in case of material risks.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
24.	Article 56 (former Article 60)	<p>The controlling shareholders of the Bank have a fiduciary duty to the Bank and other shareholders. The controlling shareholders shall strictly comply with laws, administrative regulations, rules and the Articles when exercising their rights as investors, and shall not abuse their position to gain improper benefits, or cause detriments to the legitimate rights and interests of the Bank or other shareholders.</p> <p>Except for the obligations as required by laws, administrative regulations, rules or relevant regulations of the stock exchange of the locality where shares of the Bank are listed, the controlling shareholders shall not make any decisions that impair the interests of all or some of the shareholders concerning the following aspects when they exercise their rights as shareholders by exercising their voting rights:</p> <p>(1) exempting the responsibility of the director and the supervisor to act in good faith for the maximum benefit of the Bank;</p> <p>(2) approving the director and the supervisor to deprive the property of the Bank (including but not limited to the opportunities favorable to the Bank) in any form for their own benefits or for the benefits of others;</p>	<p><b><u>The Bank's controlling shareholders and de facto controllers shall comply with the following provisions in exercising their rights and fulfilling their obligations to safeguard the Bank's interests:</u></b></p> <p><b><u>(1) exercise shareholders' rights lawfully;</u></b></p> <p><b><u>(2) strictly fulfill public statements and commitments, and shall not unilaterally alter or exempt themselves from such obligations;</u></b></p> <p><b><u>(3) comply with information disclosure requirements in accordance with relevant regulations, proactively cooperate with the Bank in disclosure efforts, and promptly notify the Bank of material events that have occurred or are anticipated;</u></b></p> <p><b><u>(4) prohibit misappropriation of the Bank's funds through any means;</u></b></p> <p><b><u>(5) forbid coercing, directing, or demanding the Bank or its personnel to provide illegal or non-compliant guarantees;</u></b></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		(3) approving the director and the supervisor to deprive the individual rights and interests of other shareholders (including but not limited to any distribution rights, voting rights, but excluding the restructuring of the Bank which is submitted to the general meeting of shareholders for approval in accordance with the Articles) for their own benefits or for the benefits of others.	<p><u>(6) prohibit exploiting undisclosed material information for personal gain, leaking such information in any form, or engaging in illegal activities such as insider trading, short-swing trading, or market manipulation;</u></p> <p><u>(7) refrain from non-arm's length related party transactions, profit distributions, asset reorganizations, outward investments, or other acts that damage the legitimate rights and interests of the Bank and other shareholders;</u></p> <p><u>(8) ensure the Bank's independence by maintaining the integrity of its assets, personnel, finance, organizational structure, and business operations, and avoid any interference with such independence;</u></p> <p><u>(9) abide by additional requirements under laws, administrative regulations, rules, regulatory requirements, and the Articles.</u></p> <p><del>The controlling shareholders of the Bank have a fiduciary duty to the Bank and other shareholders. The controlling shareholders shall strictly comply with laws, administrative regulations, rules and the Articles when exercising their rights as investors, and shall not abuse their position to gain improper benefits, or cause detriments to the legitimate rights and interests of the Bank or other shareholders.</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
			<p>Except for the obligations as required by laws, administrative regulations, rules or relevant regulations of the stock exchange of the locality where shares of the Bank are listed, the controlling shareholders shall not make any decisions that impair the interests of all or some of the shareholders concerning the following aspects when they exercise their rights as shareholders by exercising their voting rights:</p> <p>(1) exempting the responsibility of the director and the supervisor to act in good faith for the maximum benefit of the Bank;</p> <p>(2) approving the director and the supervisor to deprive the property of the Bank (including but not limited to the opportunities favorable to the Bank) in any form for their own benefits or for the benefits of others;</p> <p>(3) approving the director and the supervisor to deprive the individual rights and interests of other shareholders (including but not limited to any distribution rights, voting rights, but excluding the restructuring of the Bank which is submitted to the general meeting of shareholders for approval in accordance with the Articles) for their own benefits or for the benefits of others.</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
25.	Article 57	Newly added	<p><u>When a controlling shareholder or de facto controller pledges the Bank's shares held or effectively controlled by them, they shall ensure the maintenance of the Bank's control rights and the stability of its production and operations.</u></p> <p><u>When a controlling shareholder or de facto controller transfers their shares in the Bank, they shall comply with the restrictive provisions on share transfers under laws, administrative regulations, rules, and regulatory requirements, and any commitments they have made regarding restrictions on share transfers.</u></p>
		<b>Section 2 General Meeting of Shareholders</b>	<b><del>Section 2 General Meeting of Shareholders</del>—<u>Shareholders' Meeting</u></b>
26.	Article 66 (former Article 69)	<p>The general meeting of shareholders is the organ of power of the Bank and shall exercise the following duties and powers within the scope prescribed by laws, administrative regulations, rules, regulatory provisions and the Articles:</p> <p>(1) deciding on the business policies and significant investment plans of the Bank;</p>	<p><del>The general meeting of shareholders</del> <u>shareholders' meeting</u> is the organ of power of the Bank and shall exercise the following duties and powers within the scope prescribed by laws, administrative regulations, rules, regulatory provisions and the Articles:</p> <p><del>(1) deciding on the business policies and significant investment plans of the Bank;</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(2) electing, replacing and removing directors and deciding on matters concerning their compensation;</p> <p>(3) electing, replacing and removing supervisors appointed from the shareholder representatives and external supervisors, and deciding on matters concerning their compensation;</p> <p>(4) examining and approving work report of the board of directors;</p> <p>(5) examining and approving work report of the board of supervisors;</p> <p>(6) examining and approving the Bank's annual financial budget and final account proposals;</p> <p>(7) examining and approving the Bank's plans for profit distribution and loss make-up;</p> <p>(8) adopting resolutions concerning the increase or decrease of the Bank's registered capital;</p> <p>(9) adopting resolutions on merger, division, dissolution, liquidation or change of corporate form of the Bank;</p>	<p><del>(2)</del><u>(1)</u> electing, replacing and removing <b>relevant</b> directors and deciding on matters concerning their compensation;</p> <p><del>(3) electing, replacing and removing supervisors appointed from the shareholder representatives and external supervisors, and deciding on matters concerning their compensation;</del></p> <p><del>(4)</del><u>(2)</u> examining and approving work report of the board of directors;</p> <p><del>(5) examining and approving work report of the board of supervisors;</del></p> <p><del>(6)</del><u>(3)</u> examining and approving the Bank's annual financial budget and final account proposals;</p> <p><del>(7)</del><u>(4)</u> examining and approving the Bank's plans for profit distribution and loss make-up;</p> <p><del>(8)</del><u>(5)</u> adopting resolutions concerning the increase or decrease of the Bank's registered capital;</p> <p><del>(9)</del><u>(6)</u> adopting resolutions on merger, division, dissolution, liquidation or change of corporate form of the Bank;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(10) adopting resolutions on plans for issuance of corporate bonds or other securities and public listing;</p> <p>(11) adopting resolutions on purchase of the shares of the Bank;</p> <p>(12) amending the Articles, examining and approving the rules of procedures for the general meeting of shareholders, the board of directors and the board of supervisors;</p> <p>(13) adopting resolutions on the Bank's engagement or dismissal of accounting firms that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(14) examining and approving or authorizing the board of directors to approve the establishment of important legal persons, material merger and acquisition, material external investment, material assets purchase, material assets disposal and write-off, large assets mortgage and other non-commercial banking business guarantee and other matters;</p> <p>(15) examining and approving the issues regarding changing the use of proceeds;</p>	<p><del>(10)</del><u>(7)</u> adopting resolutions on plans for issuance of corporate bonds or other securities and public listing;</p> <p><del>(11)</del><u>(8)</u> adopting resolutions on purchase of the shares of the Bank;</p> <p><del>(12)</del><u>(9)</u> amending the Articles, examining and approving the rules of procedures for the meeting of shareholders and the board of directors <del>and the board of supervisors</del>;</p> <p><del>(13)</del><u>(10)</u> adopting resolutions on the Bank's engagement or dismissal of accounting firms that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p><del>(14)</del><u>(11)</u> examining and approving or authorizing the board of directors to approve the establishment <b>and adjustment</b> of important legal persons, material merger and acquisition, material external investment, material assets purchase, material assets disposal and write-off, large assets mortgage and other non-commercial banking business guarantee and other matters;</p> <p><del>(15)</del><u>(12)</u> examining and approving the issues regarding changing the use of proceeds;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(16) examining and approving the share incentive plans and employee stock ownership plan;</p> <p>(17) examining and approving proposals raised by the shareholders who individually or jointly hold more than three percent (3%) of the voting shares of the Bank;</p> <p>(18) examining and approving the related party transactions that shall be approved by the general meeting of shareholders as stipulated by laws, administrative regulations, rules and relevant regulations of the securities regulatory authority of the locality where the shares of the Bank are listed;</p> <p>(19) deciding on the issuance of preference shares; approving or authorizing the board of directors to decide on the repurchase, transfer, distribution of dividends and other matters in relation to the preference shares issued by the Bank; and</p> <p>(20) examining and approving other issues that shall be approved by the general meeting of shareholders as stipulated by laws, administrative regulations, rules, regulatory provisions or the Articles.</p>	<p><del>(16)</del><b>(13)</b> examining and approving the share incentive plans and employee stock ownership plan;</p> <p><del>(17)</del><b>(14)</b> examining and approving proposals raised by the shareholders who individually or jointly hold more than <u>one</u> <del>three</del> percent (<b>13%</b>) of the voting shares of the Bank;</p> <p><del>(18)</del><b>(15)</b> examining and approving the related party transactions that shall be approved by the meeting of shareholders as stipulated by laws, administrative regulations, rules and relevant regulations of the securities regulatory authority of the locality where the shares of the Bank are listed;</p> <p><del>(19)</del><b>(16)</b> deciding on the issuance of preference shares; approving or authorizing the board of directors to decide on the repurchase, transfer, distribution of dividends and other matters in relation to the preference shares issued by the Bank; and</p> <p><del>(20)</del><b>(17)</b> examining and approving other issues that shall be approved by the <del>general meeting</del> of <del>shareholders</del> <b>shareholders' meeting</b> as stipulated by laws, administrative regulations, rules, regulatory provisions or the Articles.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
27.	Article 69 (former Article 72)	<p>The general meetings are divided into annual general meetings and extraordinary general meetings.</p> <p>The general meeting of shareholders is generally convened by the board. The annual general meetings shall be held once a year within six (6) months after the end of the previous fiscal year. If the meeting has to be postponed due to special reasons, it shall be reported to the banking regulatory authority of the State Council in time with the reasons stated.</p> <p>An extraordinary general meeting of shareholders shall be convened within two (2) months from the occurrence date of any of the following events:</p> <p>(1) the number of directors is less than two thirds (2/3) of the number of the board of the Bank or is less than the minimum quorum;</p> <p>(2) the amount of the Bank's loss that have not been made up reaches one third (1/3) of the Bank's total paid-in share capital;</p>	<p>The <u>shareholders'</u> general meetings are divided into <u>annual shareholders' general meeting (hereinafter referred to as "annual general meetings")</u> and <del>extraordinary general meetings</del> <u>shareholders' meetings</u>. The <del>general meeting of shareholders</del> <u>shareholders' meeting</u> is generally convened by the board.</p> <p>The annual general meetings shall be held once a year within six (6) months after the end of the previous fiscal year. If the meeting has to be postponed due to special reasons, it shall be reported to the banking regulatory authority of the State Council in time with the reasons stated.</p> <p>An extraordinary <del>general meeting of shareholders</del> <u>shareholders' meeting</u> shall be convened within two (2) months from the occurrence date of any of the following events:</p> <p>(1) the number of directors is less than two thirds (2/3) of the number of the board of the Bank or is less than the minimum quorum;</p> <p>(2) the amount of the Bank's loss that have not been made up reaches one third (1/3) of the Bank's total paid-in share capital;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(3) shareholders holding more than ten percent (10%) of the voting shares of the Bank, either individually or jointly, (hereinafter referred to the “proposing shareholders”) request in writing the convening of a general meeting of shareholders;</p> <p>(4) the board deems it as necessary;</p> <p>(5) the board of supervisors proposes that such a meeting be convened;</p> <p>(6) other situations, as stipulated in laws, administrative regulations, rules and the Articles.</p> <p>The number of shares held by shareholders as mentioned in Item (3) shall be calculated as of the date of the written request.</p>	<p>(3) shareholders holding more than ten percent (10%) of the voting shares of the Bank, either individually or jointly, (hereinafter referred to the “proposing shareholders”) request in writing the convening of a shareholders’ meeting;</p> <p>(4) the board deems it as necessary;</p> <p>(5) <del>the board of supervisors</del><u>audit committee</u> proposes that such a meeting be convened;</p> <p>(6) other situations, as stipulated in laws, administrative regulations, rules and the Articles.</p> <p>The number of shares held by shareholders as mentioned in Item (3) shall be calculated as of the date of the written request.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
28.	Article 72 (former Article 75)	Shareholders who hold more than three percent (3%) of shares of the Bank, either individually or jointly, may prepare an interim proposal and submit it in writing to the board ten (10) days before the general meeting of shareholders is convened. The board shall issue a supplementary notice for the general meeting of shareholders within two (2) days upon receipt of the proposal and submit such proposal to the general meeting of shareholders for approval. The content of the interim proposal shall be within the scope of authority of the general meeting of shareholders and there shall be clear and definite topics and specific matters to be determined.	<p><b><u>The board of directors, the audit committee, and shareholders individually or jointly holding one percent (1%) or more of the Bank's shares (including preference shares with restored voting rights) shall have the right to submit proposals to the Bank when a shareholders' meeting is convened.</u></b></p> <p>Shareholders who hold more than <del>one-three</del> percent (<del>13</del>%) of shares of the Bank, either individually or jointly, may prepare an interim proposal and submit it in writing to the board ten (10) days before the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> is convened. The board shall issue a supplementary notice for the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> within two (2) days upon receipt of the proposal and submit such proposal to the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> for approval. The content of the interim proposal shall be within the scope of authority of the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> and there shall be clear and definite topics and specific matters to be determined.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
29.	Article 79 (former Article 82)	Any format of blank proxy form issued by the board of the Bank to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or, negative vote or abstain from voting, and to give separate instructions on each matter to be voted at the meeting. The proxy form shall state that the proxy may vote at their discretion if the appointer does not give any instruction.	Any format of blank proxy form issued by the board of the Bank to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or, negative vote or abstain from voting, and to give separate instructions on each matter to be voted at the meeting. <del>The proxy form shall state that the proxy may vote at their discretion if the appointer does not give any instruction.</del>
30.	Article 81 (former Article 84)	<p>More than half (1/2) of the independent directors may jointly propose to the board of directors in writing to convene extraordinary general meeting of shareholders. For such proposal, the board of directors shall, in accordance with laws, administrative regulations, rules and the Articles hereof, make a response in writing on whether or not it agrees to convene an extraordinary general meeting of shareholders within ten (10) days upon receipt of such proposal.</p> <p>If the board of directors agrees, a notice shall be issued within five (5) days after the resolution of the board of directors is passed. If the board of directors refuses, it shall give an explanation and issue an announcement in accordance with relevant regulations.</p>	<p><b><u>With the approval of the majority of all independent directors,</u></b> <del>More than half (1/2) of the independent directors may jointly propose to the board of directors in writing to convene extraordinary general meeting of shareholders</del> <b><u>shareholders' meeting.</u></b> For such proposal, the board of directors shall, in accordance with laws, administrative regulations, rules and the Articles hereof, make a response in writing on whether or not it agrees to convene an extraordinary <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> within ten (10) days upon receipt of such proposal.</p> <p>If the board of directors agrees, a notice shall be issued within five (5) days after the resolution of the board of directors is passed. If the board of directors refuses, it shall give an explanation and issue an announcement in accordance with relevant regulations.</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
31.	Article 82 (former Article 85)	<p>The board of supervisors shall have the right to propose to the board of directors to convene an extraordinary general meeting of shareholders. Such proposal shall be made in writing. The board of directors shall make a written response as to whether or not it agrees to convene such an extraordinary general meeting of shareholders within ten (10) days upon receipt of the proposal in accordance with laws, administrative regulations, rules and the Articles hereof.</p> <p>If the board of directors agrees, a notice shall be issued within five (5) days after the resolution of the board of directors is passed. Changes made to the original proposal in the notice shall be approved by the board of supervisors.</p> <p>In case the board of directors refuses, or does not give any response within ten (10) days upon receipt of the proposal, the board of directors shall be deemed to be unable or have failed to perform its duty to convene general meeting of shareholders, and the board of supervisors may convene and preside over the meeting by itself.</p>	<p>The <del>board of supervisors</del> <b><u>audit committee</u></b> shall have the right to propose to the board of directors to convene an extraordinary <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>. Such proposal shall be made in writing. The board of directors shall make a written response as to whether or not it agrees to convene such an extraordinary <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> within ten (10) days upon receipt of the proposal in accordance with laws, administrative regulations, rules and the Articles hereof.</p> <p>If the board of directors agrees, a notice shall be issued within five (5) days after the resolution of the board of directors is passed. Changes made to the original proposal in the notice shall be approved by the <del>board of supervisors</del> <b><u>audit committee</u></b>.</p> <p>In case the board of directors refuses, or does not give any response within ten (10) days upon receipt of the proposal, the board of directors shall be deemed to be unable or have failed to perform its duty to convene the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>, and the <del>board of supervisors</del> <b><u>audit committee</u></b> may convene and preside over the meeting by itself.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
32.	Article 83 (former Article 86)	<p>Proposing shareholders shall have the right to request the board of directors to convene an extraordinary general meeting of shareholders. Such request shall be made in writing to the board of directors. The board of directors shall make a written response as to whether or not it agrees to convene such a meeting within ten (10) days upon receipt of the request in accordance with laws, administrative regulations, rules and the Articles hereof.</p> <p>If the board of directors agrees, a notice shall be issued within five (5) days after the resolution of the board of directors is passed. Changes made to the original request shall be approved by the proposing shareholders.</p> <p>If the board of directors refuses or does not give any response within ten (10) days upon receipt of the request, the proposing shareholders shall have the right to propose to the board of supervisors to convene such an extraordinary general meeting of shareholders. Such proposal shall be made in writing.</p>	<p>Proposing shareholders shall have the right to request the board of directors to convene an extraordinary <del>general meeting of shareholders</del> <b>shareholders' meeting</b>. Such request shall be made in writing to the board of directors. The board of directors shall make a written response as to whether or not it agrees to convene such a meeting within ten (10) days upon receipt of the request in accordance with laws, administrative regulations, rules and the Articles hereof.</p> <p>If the board of directors agrees, a notice shall be issued within five (5) days after the resolution of the board of directors is passed. Changes made to the original request shall be approved by the proposing shareholders.</p> <p>If the board of directors refuses or does not give any response within ten (10) days upon receipt of the request, the proposing shareholders shall have the right to propose to the <del>board of supervisors</del> <b>audit committee</b> to convene such an extraordinary <del>general meeting of shareholders</del> <b>shareholders' meeting</b>. Such proposal shall be made in writing <b>to the audit committee</b>.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>If the board of supervisors agrees thereto, a notice of such meeting shall be issued within five (5) days upon receipt of the proposal. Changes made to the original proposal shall be approved by the proposing shareholders.</p> <p>If the board of supervisors fails to give the notice of such a meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, shareholders who either individually or jointly hold more than ten percent (10%) of the Bank's shares for more than ninety (90) consecutive days (hereinafter referred as the "convening shareholders") shall have the right to convene and preside over the meeting by themselves.</p>	<p>If the <del>board of supervisors</del> <b><u>audit committee</u></b> agrees thereto, a notice of such meeting shall be issued within five (5) days upon receipt of the proposal. Changes made to the original proposal shall be approved by the proposing shareholders.</p> <p>If the <del>board of supervisors</del> <b><u>audit committee</u></b> fails to give the notice of such a meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the meeting, in which case, shareholders who either individually or jointly hold more than ten percent (10%) of the Bank's shares for more than ninety (90) consecutive days (hereinafter referred as the "convening shareholders") shall have the right to convene and preside over the meeting by themselves.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
33.	Article 84 (former Article 87)	<p>When the board of supervisors or the convening shareholders decide to convene an extraordinary general meeting of shareholders by themselves, they shall notify the board of directors in writing, and issue a notice convening the extraordinary general meeting. The content of the notice shall comply with the following requirements and the provision in Article 77:</p> <p>(1) no new content shall be added to the proposal, otherwise, the convening shareholders or the board of supervisors shall send a new notice to the board of directors for convening of the extraordinary general meeting of shareholders according to the aforesaid procedures;</p> <p>(2) the extraordinary general meeting of shareholders shall be held at the domicile of the Bank.</p> <p>Before the resolution of general meeting of shareholders is announced, the proportion of shares held by the convening shareholders should not be less than ten percent (10%).</p>	<p>When the <del>board of supervisors</del> <b>audit committee</b> or the convening shareholders decide to convene an extraordinary <del>general meeting of shareholders</del> <b>shareholders' meeting</b> by themselves, they shall notify the board of directors in writing, and issue a notice convening the extraordinary <del>general</del> <b>shareholders'</b> meeting. The content of the notice shall comply with the following requirements and the provision in Article <del>74</del><b>77</b>:</p> <p>(1) no new content shall be added to the proposal, otherwise, the convening shareholders or the <del>board of supervisors</del> <b>audit committee</b> shall send a new notice to the board of directors for convening of the extraordinary <del>general meeting of shareholders</del> <b>shareholders' meeting</b> according to the aforesaid procedures;</p> <p>(2) the extraordinary <del>general meeting of shareholders</del> <b>shareholders' meeting</b> shall be held at the domicile of the Bank.</p> <p>Before the resolution of <del>general meeting of shareholders</del> <b>shareholders' meeting</b> is announced, the proportion of shares held by the convening shareholders should not be less than ten percent (10%).</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
34.	Article 86 (former Article 89)	<p>Where the general meeting of shareholders is convened by the board of directors, the chairperson of the board of directors shall preside over and be the chairperson of the meeting; if the chairperson is unable or fails to perform their duties, the vice chairperson of the board of directors shall convene and preside over the meeting; if the vice chairperson is unable or fails to perform their duties, the board of directors may appoint one director of the Bank to convene and preside over the meeting on its behalf; if no chairperson is appointed, shareholders present at the meeting may elect one to preside over the meeting; if shareholders fail to elect a chairperson due to certain reason, the shareholder (including proxy) holding the most voting shares shall preside over the meeting.</p> <p>If the meeting is convened by the board of supervisors itself, the chief supervisor shall preside over the meeting; if the chief supervisor is unable or fails to perform their duties, the board of supervisors may appoint one supervisor of the Bank to convene and preside over the meeting on its behalf.</p>	<p><del>Where the general meeting of shareholders</del> <b><u>Shareholders' meeting</u></b> is convened-presided by the board of directors, the chairperson of the board of directors shall preside over and be the chairperson of the meeting; <b><u>If</u></b> <del>if</del> the chairperson is unable or fails to perform their duties, the vice chairperson of the board of directors shall <b><u>preside</u></b> <del>convene and preside</del> over the meeting; <b><u>if</u></b> the vice chairperson is unable or fails to perform their duties, <b><u>the meeting shall be presided over by one (1) director jointly elected by the majority of the directors.</u></b> <del>the board of directors may appoint one director of the Bank to convene and preside over the meeting on its behalf; if no chairperson is appointed, shareholders present at the meeting may elect one to preside over the meeting; if shareholders fail to elect a chairperson due to certain reason, the shareholder (including proxy) holding the most voting shares shall preside over the meeting.</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		The general meeting of shareholders convened by shareholders themselves shall be presided over by the one elected by the conveners.	<p>If the <del>meeting</del> <u>shareholders' meeting</u> is convened by the <del>board of supervisors</del> <u>audit committee</u> itself, the <u>chairperson of the audit committee</u> <del>chief supervisor</del> shall preside over the meeting. <del>If</del> if the <u>chairperson</u> <del>chief supervisor</del> is unable or fails to perform their duties, <u>the meeting is presided over by a member of the audit committee elected jointly by the majority of the members of the audit committee.</u> <del>the board of supervisors may appoint one supervisor of the Bank to convene and preside over the meeting on its behalf.</del></p> <p>The <del>general meeting of shareholders</del> <u>shareholders' meeting</u> convened by shareholders themselves shall be presided over by the <del>one elected by the conveners</del> <u>or their elected representative</u>.</p> <p><u>If the presiding person of the shareholders' meeting violates the rules of procedure, rendering the meeting unable to continue, the shareholders' meeting may, upon approval by shareholders holding the majority of the voting rights present at the meeting, elect a person to act as the presiding person and resume the meeting.</u></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Section 3 Resolutions of General Meeting of Shareholders</b>	<b>Section 3 Resolutions of General Meeting of Shareholders' Meeting</b>
35.	Article 88 (former Article 91)	<p>Resolutions on the following matters shall be adopted by general resolution by the general meeting of shareholders:</p> <p>(1) business policy and significant investment plan of the Bank;</p> <p>(2) election and replacement of directors, supervisors appointed from the shareholder representatives and external supervisors, and decision on matters concerning compensation of directors and supervisors;</p> <p>(3) work report of the board of directors and the board of supervisors;</p> <p>(4) annual financial budget proposal, final accounts, balance sheet, profits statement and other financial reports of the Bank;</p> <p>(5) examination and approval of changes in the way of using proceeds raised;</p> <p>(6) profit distribution and loss make-up plan of the Bank;</p> <p>(7) engagement and dismissal of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(8) matters other than those stipulated by laws, administrative regulations, rules, regulatory provisions, and the Articles that shall be adopted by special resolutions.</p>	<p>Resolutions on the following matters shall be adopted by general resolution by the <del>general meeting of shareholders</del> <u>shareholders' meeting</u>:</p> <p>(1) <del>business policy and significant investment plan of the Bank;</del></p> <p>(2) <del>(1)</del> election and replacement of <b>relevant</b> directors, supervisors appointed from the shareholder representatives and external supervisors, and decision on matters concerning compensation of directors and supervisors;</p> <p>(3) <del>(2)</del> work report of the board of directors and the board of supervisors;</p> <p>(4) <del>(3)</del> annual financial budget proposal, final accounts, balance sheet, profits statement and other financial reports of the Bank;</p> <p>(5) <del>(4)</del> examination and approval of changes in the way of using proceeds raised;</p> <p>(6) <del>(5)</del> profit distribution and loss make-up plan of the Bank;</p> <p>(7) <del>(6)</del> engagement and dismissal of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(8) <del>(7)</del> matters other than those stipulated by laws, administrative regulations, rules, regulatory provisions, and the Articles that shall be adopted by special resolutions.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
36.	Article 89 (former Article 92)	<p>The following items shall be adopted by the general meeting of shareholders by special resolutions:</p> <p>(1) increase or decrease of the Bank's registered capital;</p> <p>(2) merger, division, dissolution, liquidation or change of corporate form of the Bank;</p> <p>(3) issuance of corporate bonds or listing of the Bank;</p> <p>(4) purchase of the Bank's shares;</p> <p>(5) revision of the Articles;</p> <p>(6) removal of an independent director;</p> <p>(7) examination and approval or authorization to the board of directors to approve the establishment of legal persons, material merger and acquisition, material investment, material assets disposal and material guarantee and so on;</p> <p>(8) examination and approval of the share incentive plan;</p> <p>(9) other matters stipulated by laws, administrative regulations, rules, regulatory provisions and the Articles, or deemed by the general meeting of shareholders in a general resolution as it will have material impact on the Bank and require the adoption by a special resolution.</p>	<p>The following items shall be adopted by the <del>general meeting of shareholders</del> <b>shareholders' meeting</b> by special resolutions:</p> <p>(1) increase or decrease of the Bank's registered capital;</p> <p>(2) merger, division, dissolution, liquidation or change of corporate form of the Bank;</p> <p>(3) issuance of corporate bonds or listing of the Bank;</p> <p>(4) purchase of the Bank's shares;</p> <p>(5) revision of the Articles;</p> <p>(6) removal of an independent director;</p> <p>(7) examination and approval or authorization to the board of directors to approve the establishment <b>and adjustment</b> of legal persons, material merger and acquisition, material investment, material assets disposal and material guarantee and so on;</p> <p>(8) examination and approval of the share incentive plan;</p> <p>(9) other matters stipulated by laws, administrative regulations, rules, regulatory provisions and the Articles, or deemed by the <del>general meeting of shareholders</del> <b>shareholders' meeting</b> in a general resolution as it will have material impact on the Bank and require the adoption by a special resolution.</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
37.	Article 98 (former Article 101)	<p>If the resolution of a general meeting of shareholders violates laws or administrative regulations, it shall be deemed as invalid.</p> <p>If the convening procedure or voting method of a general meeting of shareholders violates laws, administrative regulations or the Articles, or resolution contents violate the Articles, shareholders may, within sixty (60) days upon the date of adopting the resolution, request the people's court to rescind the resolutions.</p> <p>If shareholders file lawsuit in accordance with the aforesaid term, the Bank may apply to the people's court to request the shareholders to provide corresponding guarantee.</p> <p>If the Bank has registered the change in accordance with resolution of the general meeting of shareholders, and the people's court declares such resolution be void or rescinded, the Bank shall apply to the company registration authority for rescission of such registration of change.</p>	<p>If the resolution of a <del>general meeting</del> of <del>shareholders</del> <b><u>shareholders' meeting</u></b> violates laws or administrative regulations, it shall be deemed as invalid.</p> <p>If the convening procedure or voting method of a <del>general meeting</del> of <del>shareholders</del> <b><u>shareholders' meeting</u></b> violates laws, administrative regulations or the Articles, or resolution contents violate the Articles, shareholders may, within sixty (60) days upon the date of adopting the resolution, request the people's court to rescind the resolutions. <b><u>Except that, this shall not apply where there are only minor flaws in the convening procedures or voting methods of the shareholders' meeting which have no substantial impact on the resolution.</u></b></p> <p><b><u>If the board of directors, shareholders, or other relevant parties have disputes over the validity of resolutions adopted by the shareholders' meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgment or ruling such as revoking a resolution, the relevant parties shall implement the resolution of the shareholders' meeting. The Bank, directors, and senior management personnel shall earnestly perform their duties to ensure the normal operation of the Bank.</u></b></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
			<p><u>If the people’s court makes a judgment or ruling on relevant matters, the Bank shall fulfill its information disclosure obligations in accordance with laws, administrative regulations, rules and regulatory requirements, fully explain the impact, and actively cooperate with the execution after the judgment or ruling takes effect. Matters involving the correction of previous issues shall be handled promptly and the corresponding information disclosure obligations shall be fulfilled.</u></p> <p><del>If shareholders file lawsuit in accordance with the aforesaid term, the Bank may apply to the people’s court to request the shareholders to provide corresponding guarantee.</del></p> <p><del>If the Bank has registered the change in accordance with resolution of the general meeting of shareholders, and the people’s court declares such resolution be void or rescinded, the Bank shall apply to the company registration authority for rescission of such registration of change.</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
38.	Article 99 (former Article 102)	<p>The general meeting of shareholders shall be recorded in minutes, and the minutes shall include the contents set forth below:</p> <p>(1) location, date, time, agenda and name of the convener of the meeting;</p> <p>(2) names of the chairperson, directors, supervisor, president and other senior management personnel present or present as nonvoting attendees at the meeting;</p> <p>(3) number of shareholders or their proxies present at the meeting, the proportion of voting shares held by them in the total number of shares;</p> <p>(4) discussion on the process, key points of the speech and voting result of the proposal;</p> <p>(5) inquiries, advices or proposals of the shareholders and related reply or explanation;</p> <p>(6) name of the lawyer(s), vote calculator(s) and person(s) who supervise(s) the calculating of the votes;</p> <p>(7) other contents required to be recorded in the minutes by law, administrative regulations, rules and the Articles.</p>	<p>The general meeting of <del>shareholders</del> <u>shareholders'</u> <u>meeting</u> shall be recorded in minutes, and the minutes shall include the contents set forth below:</p> <p>(1) location, date, time, agenda and name of the convener of the meeting;</p> <p>(2) names of the chairperson, directors, <del>supervisor</del>, president and other senior management personnel <del>present or</del> present as nonvoting attendees at the meeting;</p> <p>(3) number of shareholders or their proxies observing the meeting, the proportion of voting shares held by them in the total number of shares;</p> <p>(4) discussion on the process, key points of the speech and voting result of the proposal;</p> <p>(5) inquiries, advices or proposals of the shareholders and related reply or explanation;</p> <p>(6) name of the lawyer(s), vote calculator(s) and person(s) who supervise(s) the calculating of the votes;</p> <p>(7) other contents required to be recorded in the minutes by law, administrative regulations, rules and the Articles.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
39.	Article 100 (former Article 103)	The minutes of the general meeting of shareholders shall be signed by the directors present at the meeting and chairperson of the meeting, and shall be kept in the registered domicile of the Bank together with the signature list of shareholders attending the meeting and the proxy form as archive of the Bank.	The minutes of the <del>general meeting</del> of <del>shareholders</del> <u>shareholders' meeting</u> shall be signed by <del>the</del> directors, <u>the board secretary, the convener or its representative, and the meeting chair, who are present or present as nonvoting attendees</u> at the meeting <del>and chairperson of the meeting</del> , and shall be kept in the registered domicile of the Bank together with the signature list of shareholders attending the meeting and the proxy form as archive of the Bank.
		<b>Chapter 9 Directors and Board of Directors</b>	<b>Chapter <u>89</u> Special Procedures for the Voting of Classified Shareholders</b>
		<b>Section 1 Directors</b>	<b>Section 1 Directors</b>
40.	Article 111 (former Article 114)	A director is a natural person, who does not necessarily hold the shares of the Bank. Directors of the Bank comprise executive directors, non-executive directors, and non-executive directors including independent directors. The term “executive director” refers to person who holds a position in the Bank other than director, and also assumes the duties of senior management personnel.	A director is a natural person, who does not necessarily hold the shares of the Bank. Directors of the Bank comprise executive directors, non-executive directors, and non-executive directors including independent directors. <del>The term “executive director” refers to person who holds a position in the Bank other than director, and also assumes the duties of senior management personnel.</del>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
41.	Article 112 (former Article 115)	Directors shall be elected by the general meeting of shareholders. The term of a director shall be three (3) years, effective from the date of approval of the banking regulatory authority of the State Council. Directors may serve consecutive terms if they are re-elected when their term expires. Any re-election term shall become effective from the date of approval of the general meeting of shareholders. The term of office of an independent director in the Bank shall not be more than six (6) years on an accumulative basis.	<del>Directors shall be elected by the general meeting of shareholders.</del> The term of a director shall be three (3) years, effective from the date of approval of the banking regulatory authority of the State Council. Directors may serve consecutive terms if they are re-elected when their term expires. Any re-election term shall become effective from the date of <del>approval of the general meeting of shareholders</del> <b>re-election</b> . The term of office of an independent director in the Bank shall not be more than six (6) years on an accumulative basis.
42.	Article 114 (former Article 117)	Directors shall abide the laws, administrative regulations, rules, regulatory provisions and the Articles, and shall assume the following duties or obligations to the Bank:  (1) exercising the rights vested by the Bank prudentially, carefully and diligently to ensure that commercial operations of the Bank conform to the laws, administrative regulations and various requirements of economic policies, and that commercial activities of the Bank will not go beyond the business scope specified in the Business License;	Directors shall abide the laws, administrative regulations, rules, regulatory provisions and the Articles, and shall assume the following duties or obligations to the Bank:  (1) exercising the rights vested by the Bank prudentially, carefully and diligently to ensure that commercial operations of the Bank conform to the laws, administrative regulations and various requirements of economic policies, and that commercial activities of the Bank will not go beyond the business scope specified in the Business License;

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(2) when performing duties, being responsible to the Bank and all shareholders, and treating all of the shareholders fairly;</p> <p>(3) paying continuous attention to the Bank's business operation and management, and having the right to require the senior management to provide comprehensive, timely and accurate information on the Bank's operation and management situation, or to make explanations on relevant issues;</p> <p>(4) attending the meetings of the board of directors on time, sufficiently examining the matters deliberated by the board of directors, giving opinions independently, professionally and objectively, and voting independently on the basis of prudential judgment;</p> <p>(5) assuming responsibility for the resolutions of the board of directors;</p> <p>(6) supervising the implementation of the resolutions of the shareholders' general meeting and the board of directors by the senior management members;</p>	<p>(2) when performing duties, being responsible to the Bank and all shareholders, and treating all of the shareholders fairly;</p> <p>(3) paying continuous attention to the Bank's business operation and management, and having the right to require the senior management to provide comprehensive, timely and accurate information on the Bank's operation and management situation, or to make explanations on relevant issues;</p> <p>(4) attending the meetings of the board of directors on time, sufficiently examining the matters deliberated by the board of directors, giving opinions independently, professionally and objectively, and voting independently on the basis of prudential judgment;</p> <p>(5) assuming responsibility for the resolutions of the board of directors;</p> <p>(6) supervising the implementation of the resolutions of the shareholders' <del>general</del> meeting and the board of directors by the senior management members;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(7) actively participating in training organized by the Bank and regulatory authorities, among others, understanding the rights and obligations of directors, being familiar with relevant laws, regulations, and regulatory provisions, and continuing to have the professional knowledge and capabilities required to perform duties;</p> <p>(8) complying with a Code of Professional Ethics that sets high standards, and taking into account the lawful rights and interests of stakeholders;</p> <p>(9) having an obligation of loyalty and diligence to the Bank, performing duties dutifully and prudentially, and ensuring sufficient time and energy to perform duties;</p> <p>(10) accepting the supervision over their performance of duty by the board of supervisors, providing relevant information and materials faithfully to the Board of Supervisors, and not hindering the board of supervisors or the supervisors from exercising their duties and powers;</p> <p>(11) other duties or obligations vested by laws, administrative regulations, rules, regulatory provisions and the Articles.</p>	<p>(7) actively participating in training organized by the Bank and regulatory authorities, among others, understanding the rights and obligations of directors, being familiar with relevant laws, regulations, and regulatory provisions, and continuing to have the professional knowledge and capabilities required to perform duties;</p> <p>(8) complying with a Code of Professional Ethics that sets high standards, and taking into account the lawful rights and interests of stakeholders;</p> <p>(9) having an obligation of loyalty and diligence to the Bank, performing duties dutifully and prudentially, and ensuring sufficient time and energy to perform duties;</p> <p>(10) accepting the supervision over their performance of duty by <del>the board of supervisors</del> <b><u>audit committee</u></b>, providing relevant information and materials faithfully to the <del>Board of Supervisors</del> <b><u>audit committee</u></b>, and not hindering the <del>board of supervisors</del> <b><u>audit committee</u></b> <del>or the supervisors</del> from exercising their duties and powers;</p> <p>(11) other duties or obligations vested by laws, administrative regulations, rules, regulatory provisions and the Articles.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
43.	Article 119 (former Article 122)	<p>Directors may resign prior to the expiry of their service term. When a director intends to resign, they shall submit a written resignation to the board of directors. The board of directors shall disclose this fact within two (2) days.</p> <p>If the number of directors falls below the quorum or two thirds (2/3) of the number of directors stipulated in the Articles because reelection is not timely conducted upon expiry of the term of office of directors, or resignation of directors during their term of office, then such directors shall continue to perform their duties in accordance with laws, administrative regulations, rules and the Articles until new directors are elected and assumes their office. If the Bank falls in to troubled situation calling for disposal actions, directors of the Bank shall not resign without the approval of the regulatory authority.</p>	<p>Directors may resign prior to the expiry of their service term. When a director intends to resign, they shall submit a written resignation to the board of directors. The board of directors shall disclose this fact within two (2) days.</p> <p>If the number of directors falls below the quorum or two thirds (2/3) of the number of directors stipulated in the Articles because reelection is not timely conducted upon expiry of the term of office of directors, or resignation of directors during their term of office, <b><u>or the resignation of audit committee members results in the number of members falling below the statutory minimum or the absence of a professional accountant</u></b>, then such directors shall continue to perform their duties in accordance with laws, administrative regulations, rules and the Articles until a new director is elected and assumes their office. If the Bank falls in to troubled situation calling for disposal actions, directors of the Bank shall not resign without the approval of the regulatory authority.</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>Except in the aforesaid situation where the resignation of any director results in the number of directors to fall below the number of persons mentioned in the preceding paragraph, the resignation of a director shall become effective when it is served upon the board of directors. The resignation of independent director shall be dealt with in accordance with Section 2 of this Chapter.</p> <p>When a director is removed by the general meeting of shareholders, dies, resigns due to loss of independence as in the case of an independent director, or otherwise is unable to perform the duties of director, rendering the number of directors lower than the minimum number required by the <i>Company Law</i> or required for voting by the board of directors, the general meeting of shareholders shall exercise the power of the board of directors until the number of members of the board of directors meets the requirements.</p>	<p>Except in the aforesaid situation where the resignation of any director results in the number of directors to fall below the number of persons mentioned in the preceding paragraph, the resignation of a director shall become effective when it is served upon the board of directors. The resignation of independent director shall be dealt with in accordance with Section 2 of this Chapter.</p> <p>When a director is removed by the <del>general meeting of shareholders</del> <b>shareholders' meeting</b>, dies, resigns due to loss of independence as in the case of an independent director, or otherwise is unable to perform the duties of director, rendering the number of directors lower than the minimum number required by the <i>Company Law</i> or required for voting by the board of directors, the <del>general meeting of shareholders</del> <b>shareholders' meeting</b> shall exercise the power of the board of directors until the number of members of the board of directors meets the requirements.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Section 2 Independent Directors</b>	<b>Section 2 Independent Directors</b>
44.	Article 120 (former Article 123)	<p>The term “independent directors of the Bank” refers to directors who do not hold any position in the Bank other than director, or member or chairperson of special committee of the board of directors, and those who have no relation with the Bank and its major shareholders that may affect their independent and objective judgment. Independent directors of the Bank shall include at least one financial or accounting professional.</p> <p>Independent directors shall be with high professional qualities and good reputation, and shall, meanwhile, satisfy the following requirements:</p> <p>(1) satisfying the qualification requirements set forth by laws and administrative regulations and rules for persons holding the position of director in a listed company;</p> <p>(2) independently performing their duties without any interference from the major shareholders, de facto controllers, or other entities or individuals with a material interest with the Bank;</p>	<p>The term “independent directors of the Bank” refers to directors who do not hold any position in the Bank other than director, or member or chairperson of special committee of the board of directors, and those who have no <u><b>direct or indirect interest relation</b></u> with the Bank <del>and, its</del> major shareholders, <u><b>and its de facto controllers, or other relation</b></u> that may affect their independent and objective judgment. Independent directors of the Bank shall include at least one <del>financial or</del> accounting professional.</p> <p>Independent directors shall be with high professional qualities and good reputation, and shall, meanwhile, satisfy the following requirements:</p> <p>(1) satisfying the qualification requirements set forth by laws and administrative regulations and rules for persons holding the position of director in a listed company;</p> <p>(2) <del>independently performing their duties without any interference from the major shareholders, de facto controllers, or other entities or individuals with a material interest with the Bank</del><u><b>meeting the independence requirements set forth in Article 121 of the Articles;</b></u></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(3) with bachelor degree or above, or holding relevant senior technical title;</p> <p>(4) having basic knowledge about the operation of a listed company and familiar with relevant laws, administrative regulations and rules;</p> <p>(5) having more than eight (8) years experiences in law, economy, finance, accounting or other working experiences which are helpful for performing the duties of an independent director;</p> <p>(6) being familiar with operation and management of commercial banks and relevant laws and administrative regulations and rules;</p> <p>(7) being able to read, understand and analyze credit statistical report and financial report of commercial banks;</p>	<p>(3) with bachelor degree or above, or holding relevant senior technical title;</p> <p>(4) having basic knowledge about the operation of a listed company and familiar with relevant laws, administrative regulations and rules;</p> <p><del>(5) having more than eight (8) years experiences in law, economy, finance, accounting or other working experiences which are helpful for performing the duties of an independent director</del>  <b><u>having at least five (5) years experiences in law, accounting or economy required for performing the duties of an independent director;</u></b></p> <p>(6) being familiar with operation and management of commercial banks and relevant laws and administrative regulations and rules;</p> <p><del>(7) being able to read, understand and analyze credit statistical report and financial report of commercial banks;</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(8) ensuring enough time and energy to effectively perform duties and promising to duly perform duty of loyalty and diligence.</p> <p>A natural person can serve as an independent director in up to five (5) domestic and overseas companies concurrently. When the natural person serves as independent directors in banking and insurance institutions concurrently, relevant institutions shall have neither connected relationship nor conflicts of interest. A natural person shall not serve as an independent director in more than two commercial banks concurrently.</p>	<p><del>(8)</del> <u>(7) ensuring enough time and energy to effectively perform duties and promising to duly perform duty of loyalty and diligence. A natural person can serve as an independent director in up to five (5) domestic and overseas companies concurrently, and, in principle, in no more than three (3) domestic listed companies. When the natural person serves as independent directors in banking and insurance institutions concurrently, relevant institutions shall have neither connected relationship nor conflicts of interest. A natural person shall not serve as an independent director in more than two (2) commercial banks concurrently;</u></p> <p><u>(8) having good personal integrity and has no major dishonest acts or other bad records;</u></p> <p><u>(9) meeting other conditions prescribed by laws, administrative regulations, rules, regulatory documents and the Articles.</u></p> <p><del>A natural person can serve as an independent director in up to five (5) domestic and overseas companies concurrently. When the natural person serves as independent directors in banking and insurance institutions concurrently, relevant institutions shall have neither connected relationship nor conflicts of interest. A natural person shall not serve as an independent director in more than two commercial banks concurrently.</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
45.	Article 121 (former Article 124)	<p>In addition to the persons prohibited from serving as directors of the Bank, the following persons may not serve as independent directors of the Bank:</p> <p>(1) persons who directly or indirectly hold more than one percent (1%) of the shares of the Bank or hold positions in entities of shareholders of the Bank in the previous year;</p> <p>(2) persons who hold positions in the Bank or in the controlling shareholders of the Bank or in entities with majority shares held by the Bank or actually controlled by the Bank (other than as an independent director) or connected parties of the Bank in the three years before assuming their office;</p> <p>(3) persons who hold positions in entities in the areas of law, accounting, audit, management consultancy, etc. that have business connections with or interests in the Bank;</p> <p>(4) any other persons who may be controlled or materially influenced by the Bank through various ways;</p> <p>(5) close relatives of the persons stated in Items (1) to (4) above;</p> <p>(6) persons who work in government authorities;</p>	<p>In addition to the persons prohibited from serving as directors of the Bank, the following persons may not serve as independent directors of the Bank:</p> <p><del>(1) persons who directly or indirectly hold more than one percent (1%) of the shares of the Bank or hold positions in entities of shareholders of the Bank in the previous year</del> <b><u>a person who holds a position in the Bank or any of its affiliates, or their spouse, parents, children, or major social relations;</u></b></p> <p><del>(2) persons who hold positions in the Bank or in the controlling shareholders of the Bank or in entities with majority shares held by the Bank or actually controlled by the Bank (other than as an independent director) or connected parties of the Bank in the three years before assuming their office</del> <b><u>a natural person shareholder who directly or indirectly holds one percent (1%) or more of the shares issued by the Bank or who ranks among the top 10 shareholders of the Bank, or their spouse, parents, or children;</u></b></p>

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		<p>(7) other persons specifically provided in regulations specified as unqualified for serving as independent directors issued by the banking supervisory authority of the State Council, securities regulatory authority in the locality where the shares of the Bank are listed and other relevant regulatory authorities.</p> <p>Close relatives in this Article refer to spouse, parents, children, siblings, grandparents and grandparents-in-law.</p>	<p>(3) <del>persons who hold positions in entities in the areas of law, accounting, audit, management consultancy, etc. that have business connections with or interests in the Bank</del> <b><u>a person who holds a position in a shareholder who directly or indirectly holds five percent (5%) or more of the shares issued by the Bank or a shareholder ranks among the top five shareholders of the Bank, or their spouse, parents, or children;</u></b></p> <p>(4) <del>any other persons who may be controlled or materially influenced by the Bank through various ways</del> <b><u>a person who holds a position in an affiliate of the controlling shareholder or de facto controller of the Bank, or their spouse, parents, or children;</u></b></p> <p>(5) <del>close relatives of the persons stated in Items (1) to (4) above</del> <b><u>a person who has significant business transactions with the Bank or its controlling shareholder, de facto controller, or any of their respective affiliates, or a person who holds a position in an entity that has significant business transactions with the Bank or in the entity of the controlling shareholder or de facto controller;</u></b></p>

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			<p><u>(6) a person who provides financial, legal, consulting, sponsorship, or other services to the Bank, its controlling shareholder, de facto controller, or any of their respective affiliates, including but not limited to all members of the project team, reviewers at all levels, persons who sign the reports, partners, directors, senior management personnel, and the primary person in charge of an intermediary that provides services;</u></p> <p><u>(7) a person who falls under any of the circumstances set forth in subparagraphs (1) through (6) in the last 12 months;</u></p> <p><u>(8) <del>(6)</del> persons who work in government authorities;</u></p> <p><u><del>(9) (7) other persons specifically provided in regulations specified as unqualified for serving as independent directors issued by the banking supervisory authority of the State Council, securities regulatory authority in the locality where the shares of the Bank are listed and other relevant regulatory authorities. any other person who is not independent as provided for in laws, administrative regulations, rules, securities regulatory authority of the place where the Bank's stocks are listed, and the Articles.</del></u></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
			<p><del>Close relatives in this Article refer to spouse, parents, children, siblings, grandparents and grandparents-in-law.</del></p> <p><b><u>“Major social relations” in this article refers to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of children’s spouses, etc.</u></b></p> <p><b><u>Independent directors shall conduct an annual self-examination of their independence and submit the self-examination result to the board of directors. The board of directors shall assess the independence of incumbent independent directors each year and issue special opinions thereon, which shall be disclosed together with the annual report.</u></b></p>
46.	Article 122 (former Article 125)	The board of directors, board of supervisors and shareholders who individually or jointly hold more than one percent (1%) of total shares of the Bank may nominate candidates for independent directors, who shall be elected by the general meeting of shareholders. The term of service of independent directors shall be the same as that of other directors of the Bank. The qualification of persons who hold the position as independent director shall be subject to review and approval by the banking regulatory authority of the State Council.	<p><del>The board of directors, board of supervisors and shareholders who individually or jointly hold more than one percent (1%) of total shares of the Bank may nominate candidates for independent directors, who shall be elected by the general meeting of shareholders</del><b><u>shareholders’ meeting.</u></b> The term of service of independent directors shall be the same as that of other directors of the Bank. The qualification of persons who hold the position as independent director shall be subject to review and approval by the banking regulatory authority of the State Council.</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
47.	Article 123 (former Article 126)	<p>Independent directors may resign prior to the expiry of their service term. Such independent director shall continue to perform their duties until the resignation is approved by the board of directors.</p> <p>When independent directors resign, they shall submit a written resignation to the board of directors, and submit a written statement to the most recently held general meeting of shareholders to specify any circumstance related to the resignation or any fact that they believes necessary to draw the attention of the Bank's shareholders and creditors.</p> <p>If the resignation of any independent director causes the proportion of independent directors to fall below one third (1/3) of the total number of directors, the independent director shall continue to perform their duties before the new independent director takes office, except for those who resign or are dismissed due to loss of independence.</p>	<p>Independent director may resign prior to the expiry of their service term. <del>Such independent director shall continue to perform their duties until the resignation is approved by the board of directors.</del> <b><u>If the resignation of an independent director will result in the failure of the ratio of independent directors in the board of directors or its special committees to comply with the relevant laws, regulations or the Articles, or in a lack of accounting professionals among the independent directors, the independent directors who plans to resign shall continue to perform their duties until the date when a new independent director is elected. The Bank shall complete the by-election within 60 days after the independent directors submit their resignation.</u></b></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
			<p>When independent directors resign, they shall submit a written resignation to the board of directors, and submit a written statement to the most recently held <del>general meeting of shareholders</del> <b>next shareholders' meeting</b> to specify any circumstance related to the resignation or any fact that they believe necessary to draw the attention of the Bank's shareholders and creditors., <b><u>in which they shall explain any information related to their resignation or any information to which the attention of shareholders and creditors of the Bank shall be drawn in their opinion. The Bank shall disclose the reasons for the resignation of the independent director and any matters of concern.</u></b></p> <p><del>If the resignation of any independent director causes the proportion of independent directors to fall below one third (1/3) of the total number of directors, the independent director shall continue to perform their duties before the new independent director takes office, except for those who resign or are dismissed due to loss of independence.</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
48.	Article 124 (former Article 127)	<p>Independent directors shall work in the Bank for at least fifteen (15) working days each year. Directors chairing the audit committee, the related party transactions control committee and the risk management committee shall work in the Bank for at least twenty-five (25) working days each year.</p> <p>Independent directors may entrust another independent director to attend board meetings on their behalf, but they should attend at least two thirds (2/3) of total board meetings in person held within one (1) year.</p>	<p>Independent directors shall work in the Bank for at least fifteen (15) working days each year. Directors chairing the audit committee, the related party transactions control committee and the risk management committee shall work in the Bank for at least twenty (<b>20</b>5) working days each year.</p> <p>Independent directors may entrust another independent director to attend board meetings on their behalf, but they should attend at least two thirds (2/3) of total board meetings in person held within one (1) year.</p>
49.	Article 126 (former Article 129)	<p>In addition to the duties and powers of a director vested by the <i>Company Law</i> and other relevant laws, administrative regulations, rules and the Articles, independent directors shall have the following duties and powers:</p> <p>(1) approving significant related party transactions before being submitted to the board of directors for discussion, and, engaging an intermediary institution to issue an independent financial advisory report as the basis for their judgment before making judgment;</p> <p>(2) proposing to the board of directors to convene an extraordinary general meeting of shareholders;</p>	<p><del>In addition to the duties and powers of a director vested by the Company Law and other relevant laws, administrative regulations, rules and the Articles,</del> <b><u>Independent directors shall may exercise have the following special duties and powers:</u></b></p> <p><b><u>(1) independently engaging intermediaries to audit, consult, or inspect specific matters of the Bank;</u></b><del>approving significant related party transactions before being submitted to the board of directors for discussion, and, engaging an intermediary institution to issue an independent financial advisory report as the basis for their judgment before making judgment;</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(3) proposing to convene a board meeting;</p> <p>(4) appointing external auditing and consulting institutions independently;</p> <p>(5) proposing to the board of directors to appoint or dismiss an accounting firm;</p> <p>(6) publicly soliciting votes from shareholders before a general meeting of shareholders is convened.</p> <p>The exercising of the aforesaid duties and powers by an independent director shall be approved by more than half (1/2) of all the independent directors.</p>	<p>(2) proposing to the board of directors to convene an extraordinary <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>;</p> <p>(3) proposing to convene a board <b><u>meeting</u></b>;</p> <p><del>(4) appointing external auditing and consulting institutions independently;</del></p> <p><del>(5) proposing to the board of directors to appoint or dismiss an accounting firm;</del></p> <p><del>(6) (4) publicly soliciting votes from shareholders before a general meeting of shareholders is convened. lawfully solicit shareholder rights from shareholders;</del></p> <p><b><u>(5) giving independent opinions on matters that may damage the rights and interests of the Bank or minority shareholders;</u></b></p> <p><b><u>(6) exercising other functions and powers prescribed by laws, administrative regulations, rules, regulatory documents and the Articles.</u></b></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
			<p>The exercising of the aforesaid duties and powers by an independent director <b><u>set forth in item (1) through (3) of the preceding article</u></b> shall be approved by <del>more than half (1/2)</del> <b><u>the majority</u></b> of all the independent directors.</p> <p><b><u>The Bank shall make a disclosure in a timely manner if an independent director exercises the functions and powers specified in paragraph 1. If an independent director is unable to exercise the aforesaid functions and powers, the Bank shall disclose the specific circumstances and reasons therefor.</u></b></p>
50.	Article 127 (former Article 130)	<p>Independent directors shall give objective, impartial and independent opinions on the matters discussed at the general meeting of shareholders or board meeting of the Bank, especially shall address their opinions to the general meeting of shareholders and the board meeting on the following matters:</p> <p>(1) significant related party transactions;</p>	<p>Independent directors shall give objective, impartial and independent opinions on the matters discussed at the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> or board meeting of the Bank, especially shall address their opinions to the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> and the board meeting on the following matters:</p> <p>(1) significant related party transactions;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(2) profit distribution plan;</p> <p>(3) appointment and dismissal of senior management personnel;</p> <p>(4) matters deemed by independent director as such that may cause significant loss to the Bank;</p> <p>(5) nomination, appointment and dismissal of directors;</p> <p>(6) compensations of directors and senior management personnel;</p> <p>(7) engagement or dismissal of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(8) other matters that may have a significant impact on the lawful rights and interests of the Bank, minority shareholders and financial consumers;</p> <p>(9) other matters as stipulated by laws, administrative regulations, rules, regulatory provisions and the Articles.</p>	<p>(2) profit distribution plan;</p> <p>(3) appointment and dismissal of senior management personnel;</p> <p><del>(4) matters deemed by independent director as such that may cause significant loss to the Bank;</del></p> <p><del>(5)</del> <b>(4)</b> nomination, appointment and dismissal of directors;</p> <p><del>(6)</del> <b>(5)</b> compensations of directors and senior management personnel;</p> <p><del>(7)</del> <b>(6)</b> engagement or dismissal of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p><del>(8)</del> <b>(7)</b> other matters that may have a significant impact on the lawful rights and interests of the Bank, minority shareholders and financial consumers;</p> <p><del>(9)</del> <b>(8)</b> other matters as stipulated by laws, administrative regulations, rules, regulatory provisions and the Articles.</p>
51.	Article 128	Newly added	<b><u>The Bank establishes a mechanism of special meetings of independent directors which are attended by all independent directors, and provides necessary conveniences and support for the convening of such meetings.</u></b>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
52.	Article 129 (former Article 131)	<p>To ensure effective performance of duties by independent directors, the Bank shall provide the following necessary conditions for independent directors:</p> <p>(1) ensuring that independent directors enjoy the same right of information as other directors, and provide them, in a timely and complete manner, with necessary information to participate in decision-making;</p> <p>(2) providing the necessary working conditions necessary for the independent directors to perform their duties;</p> <p>(3) ensuring positive cooperation of the secretary of the board of directors and other relevant personnel when independent directors are performing their duties;</p> <p>(4) assuming reasonable expenses incurred from engaging intermediary institutions and performing their duties by independent directors.</p>	<p>To ensure effective performance of duties by independent directors, the Bank shall provide the following necessary conditions for independent directors:</p> <p>(1) ensuring that independent directors enjoy the same right of information as other directors, and provide them, in a timely and complete manner, with necessary information to participate in decision-making;</p> <p>(2) providing the necessary working conditions necessary for the independent directors to perform their duties;</p> <p>(3) ensuring positive cooperation of the secretary of the board of directors and other relevant personnel when independent directors are performing their duties;</p> <p>(4) assuming reasonable expenses incurred from engaging <del>intermediary</del><b>professional</b> institutions and performing their duties by independent directors;</p> <p><b><u>(5) providing necessary working conditions and personnel support.</u></b></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
53.	Article 131 (former Article 133)	<p>The board of directors or the board of supervisors has the right to propose the general meeting of shareholders to dismiss the independent directors in any of the following circumstances:</p> <p>(1) serious dereliction of duty;</p> <p>(2) failing to resign from their position when they are no longer qualified to hold the position of independent director;</p> <p>(3) failing to attend board meetings in person for three (3) consecutive times, or fail to attend the meeting in person for two (2) consecutive times or entrust other independent director to attend the meeting on their behalf, or attending in person less than two thirds (2/3) of total number of board meetings held within one (1) year;</p> <p>(4) other circumstances provided by laws and, administrative regulations and rules where independent directors are no longer suitable for holding such a position.</p>	<p>The board of directors <del>or the board of supervisors</del> has the right to propose the <del>general meeting of shareholders</del> <u>shareholders' meeting</u> to dismiss the independent directors in any of the following circumstances:</p> <p>(1) serious dereliction of duty;</p> <p>(2) failing to resign from their position when they are no longer qualified to hold the position of independent director;</p> <p>(3) failing to attend board meetings in person for three (3) consecutive times, or fail to attend the meeting in person for two (2) consecutive times or entrust other independent director to attend the meeting on their behalf, or attending in person less than two thirds (2/3) of total number of board meetings held within one (1) year;</p> <p>(4) other circumstances provided by laws and, administrative regulations and rules where independent directors are no longer suitable for holding such a position.</p>



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<b>No.</b>	<b>Article No.</b>	<b>Pre-revision clauses</b>	<b>Post-revision clauses</b>
54.	Article 132 (former Article 134)	If the board of directors and board of supervisors propose to the general meeting of shareholders to dismiss independent directors, it shall issue written notice to the independent directors within one (1) month prior to the general meeting of shareholders. Such independent directors shall have the right to express their opinions orally or in writing before voting, and shall have the right to submit such opinions to the banking regulatory authority of the State Council five (5) days prior to the general meeting of shareholders. The general meeting of shareholders shall vote after reviewing the opinion expressed by the independent directors.	If the board of directors <del>and board of supervisors</del> propose to the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> to dismiss independent directors, it shall issue written notice to the independent director within one (1) month prior to the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> . Such independent directors shall have the right to express their opinions orally or in writing before voting, and shall have the right to submit such opinions to the banking regulatory authority of the State Council five (5) days prior to the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> . The <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> shall vote after reviewing the opinion expressed by the independent directors.

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Section 3 Board of Directors</b>	<b>Section 3 Board of Directors</b>
55.	Article 134 (former Article 136)	The Bank shall establish a board of directors, which shall be responsible to the general meeting of shareholders. The board of directors shall be composed of twelve (12) to seventeen (17) directors. The number of directors shall be decided by the general meeting of shareholders, among whom the independent directors shall be no less than three (3) and no less than one third (1/3) of the total number of directors of the board of directors, and the directorship held by senior management personnel shall not exceed one third (1/3) of the total number of the directors.	<p>The Bank shall establish a board of directors, which shall be responsible to the <del>general meeting</del> of <del>shareholders</del> <u>shareholders' meeting</u>. The board of directors shall be composed of <del>twelve</del> <u>thirteen</u> (<del>12</del><u>13</u>) to <del>seventeen</del> <u>nineteen</u> (<del>17</del><u>19</u>) directors. The number of directors shall be decided by the <del>general meeting of shareholders</del> <u>shareholders' meeting</u>, among whom the independent directors shall be no less than three (3) and no less than one third (1/3) of the total number of directors of the board of directors, and the directorship held by senior management personnel shall not exceed one third (1/3) of the total number of the directors.</p> <p><u>The board of directors shall include one (1) employee director, who shall be democratically elected by the Bank's employees through a Congress of Employees or other forms. Senior management personnel shall not concurrently serve as the employee director. The total number of executive directors and the employee director shall not exceed one-half (1/2) of the total number of directors of the Bank.</u></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
56.	Article 135 (former Article 137)	The board of directors shall have an office under its leadership, which shall be responsible for preparing for general meetings of shareholders, board meetings and meetings of special committees and relevant documents, taking minutes of such meetings, assisting the board of directors in enhancing corporate governance, and for carrying out other daily matters of information disclosure, investor relations management, board and special committees.	The board of directors shall have an office under its leadership, which shall be responsible for preparing for <del>general meetings of shareholders</del> <b>shareholders' meeting</b> , board meetings and meetings of special committees and relevant documents, taking minutes of such meetings, assisting the board of directors in enhancing corporate governance, and for carrying out other daily matters <del>of such as</del> information disclosure, investor relations management, board and special committees <b>support</b> .
57.	Article 136 (former Article 138)	<p>The board shall have one (1) chairperson, and may have one (1) vice chairperson if necessary. The chairperson and vice chairperson shall be served by directors, and shall be elected or dismissed subject to approval of more than half (1/2) of all the directors.</p> <p>The chairperson of the board of directors and president of the Bank shall be separate individuals. The chairperson should not concurrently hold the position of legal representative or chief responsible officer of the controlling shareholders.</p>	<p>The board shall have one (1) chairperson, and may have one (1) <b>to two (2)</b> vice chairperson(s) if necessary. The chairperson and vice chairperson shall be served by directors, and shall be elected or dismissed subject to approval of more than half (1/2) of all the directors.</p> <p>The chairperson of the board of directors and president of the Bank shall be separate individuals. The chairperson should not concurrently hold the position of legal representative or chief responsible officer of the controlling shareholders.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
58.	Article 137 (former Article 139)	<p>The board of directors shall exercise the following functions and powers:</p> <p>(1) being responsible for convening the general meeting of shareholders and reporting its work to the general meeting of shareholders;</p> <p>(2) implementing the resolutions of the general meeting of Shareholders;</p> <p>(3) deciding on the business plan and investment proposal of the Bank, formulating the development strategy and supervising its implementation;</p> <p>(4) developing the annual financial budget and final accounts of the Bank;</p> <p>(5) developing plans for profit distribution and loss make-up of the Bank;</p> <p>(6) developing plans for the increase or decrease of the Bank's registered capital and financial restructuring plan;</p> <p>(7) developing plans for merger, division, dissolution and change of corporate form;</p>	<p>The board of directors shall exercise the following functions and powers:</p> <p>(1) being responsible for convening the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> and reporting its work to the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>;</p> <p>(2) implementing the resolutions of the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>;</p> <p>(3) deciding on the business plan and investment proposal of the Bank, formulating the development strategy and supervising its implementation;</p> <p>(4) developing the annual financial budget and final accounts of the Bank;</p> <p>(5) developing plans for profit distribution and loss make-up of the Bank;</p> <p>(6) developing plans for the increase or decrease of the Bank's registered capital and financial restructuring plan;</p> <p>(7) developing plans for merger, division, dissolution and change of corporate form;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(8) formulating the Bank’s capital plan and assuming ultimate responsibility for capital or solvency management;</p> <p>(9) developing plans for issuance of corporate bonds or other securities public listing and capital replenishment plan;</p> <p>(10) developing plans for major acquisitions of the Bank or for the purchase of the Bank’s shares;</p> <p>(11) developing share incentive plans and employee stock ownership plans;</p> <p>(12) developing plans for revising the Articles, developing rules of procedure for the general meeting of shareholders and the board of directors, examining and approving the working rules for the special committees of the board of directors and working rules for the president;</p> <p>(13) approving issues regarding the establishment of important legal person institution;</p>	<p>(8) formulating the Bank’s capital plan and assuming ultimate responsibility for capital or solvency management;</p> <p>(9) developing plans for issuance of corporate bonds or other securities public listing and capital replenishment plan;</p> <p>(10) developing plans for major acquisitions of the Bank or for the purchase of the Bank’s shares;</p> <p>(11) developing share incentive plans and employee stock ownership plans;</p> <p>(12) developing plans for revising the Articles, developing rules of procedure for the <del>general meeting of shareholders</del> <b>shareholders’ meeting</b> and the board of directors, examining and approving the working rules for the special committees of the board of directors and <b>working regulations for the senior management</b> <del>working rules for the president</del>;</p> <p>(13) approving issues regarding the establishment <b>and adjustment</b> of important legal person institution;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(14) reviewing and approving the Bank's material merger and acquisition, material external investment, material asset purchase, assets disposal and write-off, material asset mortgage and other non-commercial banking business, guarantee, material external donations and data governance, and so on, in accordance with laws and regulations, regulatory provisions and the Articles, within the scope of authorization by the general meeting of shareholders;</p> <p>(15) engaging or dismissing president and the secretary of the board of directors and deciding on their compensation, bonus and penalty issues; studying and determining chairpersons and members of special committees of the board of directors;</p> <p>(16) engaging or dismissing vice president and other senior management personnel (except the secretary of the board of directors) who shall be engaged or dismissed by the board of directors under relevant laws according to the nomination of the president and deciding on their compensation, bonus and penalty issues;</p>	<p>(14) reviewing and approving the Bank's material merger and acquisition, material external investment, material asset purchase, assets disposal and write-off, material asset mortgage and other non-commercial banking business, guarantee, material external donations and data governance, and so on, in accordance with laws and regulations, regulatory provisions and the Articles, within the scope of authorization by the <del>general meeting of shareholders</del> <u>shareholders' meeting</u>;</p> <p>(15) engaging or dismissing president and the secretary of the board of directors and deciding on their compensation, bonus and penalty issues; studying and determining chairpersons and members of special committees of the board of directors;</p> <p>(16) engaging or dismissing vice president and other senior management personnel (except the secretary of the board of directors) who shall be engaged or dismissed by the board of directors under relevant laws according to the nomination of the president and deciding on their compensation, bonus and penalty issues;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(17) formulating policies and basic management systems of the Bank, such as risk tolerance, risk management and internal control system, and supervising the implementation of such systems, and taking ultimate responsibility for Enterprise Risk Management;</p> <p>(18) deciding on the establishment of domestic tier-one branches, branches and business institutions directly under the head office, and overseas business institutions;</p> <p>(19) approving the internal audit rules, medium and long term audit plans, annual work plans and internal audit system; deciding on or authorizing the audit committee of the board of directors to decide on audit budget, compensation of personnel and engagement and dismissal of the principals;</p> <p>(20) formulating and implementing throughout the Bank clearly defined responsibility system and accountability system; regularly evaluating and improving corporate governance of the Bank;</p> <p>(21) being responsible for the Bank's information disclosure, and taking the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of financial accounting reports;</p>	<p>(17) formulating policies and basic management systems of the Bank, such as risk tolerance, risk management and internal control system, and supervising the implementation of such systems, and taking ultimate responsibility for Enterprise Risk Management;</p> <p>(18) deciding on the establishment of domestic tier-one branches, branches and business institutions directly under the head office, and overseas business institutions;</p> <p>(19) approving the internal audit rules, medium and long term audit plans, annual work plans and internal audit system; deciding on or authorizing the audit committee of the board of directors to decide on audit budget, <del>compensation of personnel</del> and engagement and dismissal of the principals;</p> <p>(20) formulating and implementing throughout the Bank clearly defined responsibility system and accountability system; regularly evaluating and improving corporate governance of the Bank;</p> <p>(21) being responsible for the Bank's information disclosure, and taking the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of financial accounting reports;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(22) submitting to the general meeting of shareholders the engagement or dismissal of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(23) formulating related party transaction management system, examining and approving or authorizing the related party transaction control committee to approve related party transactions (except for those related party transactions that shall be examined and approved by a general meeting of shareholders in accordance with laws); making special report to the general meeting of shareholders on the implementation of related party transaction management system and the status of related party transactions;</p> <p>(24) examining and approving proposals put forth by special committees;</p>	<p>(22) submitting to the <del>general meeting</del> of <del>shareholders</del> <b>shareholders' meeting</b> the engagement or dismissal of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(23) formulating related party transaction management system, examining and approving or authorizing the related party transaction control committee to approve related party transactions (except for those related party transactions that shall be examined and approved by a <del>general meeting</del> of <del>shareholders</del> <b>shareholders' meeting</b> in accordance with laws); making special report to the <del>general meeting</del> of <del>shareholders</del> <b>shareholders' meeting</b> on the implementation of related party transaction management system and the status of related party transactions;</p> <p>(24) examining and approving proposals put forth by special committees;</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(25) according to relevant regulatory requirements, listening to the work report made by the president and other senior management personnel of the Bank so as to ensure the directors obtain sufficient information in a timely manner in relation to performance of their duties; supervising and ensuring the president and other senior management personnel to perform their management duties effectively;</p> <p>(26) reviewing the Bank's policy objectives and related matters for fulfilling social responsibilities in areas such as environment, society and governance (ESG);</p> <p>(27) reviewing the Bank's green finance strategy and policy objectives for climate risk management and related matters;</p> <p>(28) reviewing the Bank's development strategy planning, basic management policy, annual operational plan as well as appraisal and assessment measures, among others, for inclusive finance business;</p> <p>(29) deciding on the Bank's consumer protection strategy, policies and objectives, safeguarding the lawful rights and interests of financial consumers and other stakeholders;</p>	<p>(25) according to relevant regulatory requirements, listening to the work report made by the president and other senior management personnel of the Bank so as to ensure the directors obtain sufficient information in a timely manner in relation to performance of their duties; supervising and ensuring the president and other senior management personnel to perform their management duties effectively;</p> <p>(26) reviewing the Bank's policy objectives and related matters for <del>fulfilling social responsibilities</del> in areas such as <b><u>sustainable development,</u></b> environment, society and governance <del>(ESG)</del>;</p> <p>(27) reviewing the Bank's green finance strategy and policy objectives for climate risk management and related matters;</p> <p>(28) reviewing the Bank's development strategy planning, basic management policy, annual operational plan as well as appraisal and assessment measures, among others, for inclusive finance business;</p> <p>(29) deciding on the Bank's consumer protection strategy, policies and objectives, safeguarding the lawful rights and interests of financial consumers and other stakeholders;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(30) establishing a mechanism to identify, review and manage the conflicts of interest between the Bank and the shareholders, especially the substantial shareholders;</p> <p>(31) being responsible for the management of shareholders' affairs;</p> <p>(32) establishing and implementing an accountability system for the performance of duties of the senior management members, and clarify the specific ways to investigate and hold persons concerned accountable for dereliction of duty and improper performance of duties;</p> <p>(33) assuming the ultimate responsibility for consolidated management, formulating the overall strategic policy of the Bank's consolidated management, examining and approving the basic systems and measures for consolidated management, and establishing a regular review and evaluation mechanism for consolidated management;</p> <p>(34) exercising other functions and powers vested by laws, administrative regulations, rules, regulatory provisions or the Articles as well as authorized by the general meeting of shareholders.</p>	<p>(30) establishing a mechanism to identify, review and manage the conflicts of interest between the Bank and the shareholders, especially the substantial shareholders;</p> <p>(31) being responsible for the management of shareholders' affairs;</p> <p>(32) establishing and implementing an accountability system for the performance of duties of the senior management members, and clarify the specific ways to investigate and hold persons concerned accountable for dereliction of duty and improper performance of duties;</p> <p>(33) assuming the ultimate responsibility for consolidated management, formulating the overall strategic policy of the Bank's consolidated management, examining and approving the basic systems and measures for consolidated management, and establishing a regular review and evaluation mechanism for consolidated management;</p> <p>(34) exercising other functions and powers vested by laws, administrative regulations, rules, regulatory provisions or the Articles as well as authorized by the <del>general meeting of shareholders</del> <b><u>shareholders' meeting.</u></b></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
59.	Article 143 (former Article 145)	The board of directors shall supervise the implementation of the development strategies of the Bank and regularly re-examine the development strategies so as to ensure such strategies are consistent with the operation of the Bank and changes of the market environment. The Party Committee research and discussion as preliminary procedure shall be performed before the board of directors or the senior management decide on material operational and management matters of the Bank.	The board of directors shall <b><u>uphold and improve its core responsibilities for “setting strategies, making decisions, and managing risks”</u></b> , supervise the implementation of the development strategies of the Bank and regularly re-examine the development strategies so as to ensure such strategies are consistent with the operation of the Bank and changes of the market environment. The Party Committee research and discussion as preliminary procedure shall be performed before the board of directors or the senior management decide on material operational and management matters of the Bank.
60.	Article 144 (former Article 148)	The chairperson of the board of directors shall exercise the following functions and powers:  (1) presiding over the general meeting of shareholders and reporting to the general meeting of shareholders on behalf of the board of directors;  (2) convening and presiding over the board meeting;	The chairperson of the board of directors shall exercise the following functions and powers:  (1) presiding over the <del>general meeting of shareholders</del> <b><u>shareholders’ meeting</u></b> and reporting to the <del>general meeting of shareholders</del> <b><u>shareholders’ meeting</u></b> on behalf of the board of directors;  (2) convening and presiding over the board meeting;

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(3) supervising and inspecting the implementation of resolutions of the board of directors;</p> <p>(4) signing certificates of shares, bonds and others securities of the Bank;</p> <p>(5) signing other documents that shall be signed by the legal representative of the Bank;</p> <p>(6) exercising other functions and powers vested by relevant laws, administrative regulations and rules as well as authorized by the board of directors.</p> <p>When the chairperson of the board cannot or fails to perform their duties and powers, the vice chairperson shall act on their behalf; when the vice chairperson cannot or fails to perform their duties and powers, a director elected by more than half (1/2) of all the directors shall act on their behalf.</p>	<p>(3) supervising and inspecting the implementation of resolutions of the board of directors;</p> <p>(4) signing certificates of shares, bonds and others securities of the Bank;</p> <p>(5) signing other documents that shall be signed by the legal representative of the Bank;</p> <p>(6) exercising other functions and powers vested by relevant laws, administrative regulations and rules as well as authorized by the board of directors.</p> <p>When the chairperson of the board cannot or fails to perform their duties and powers, the vice chairperson shall act on their behalf; when the vice chairperson cannot or fails to perform their duties and powers, a director elected by <b>the majority</b><del>more than half (1/2)</del> of all the directors shall act on their behalf.</p>
61.	Former Article 146	When dismissing the president of the Bank, the board of directors shall inform the board of supervisors in time and make a written explanation.	Deleted
62.	Former Article 147	The board of directors shall accept the supervision from the board of supervisors, and should not prevent or hinder the board of supervisors from conducting activities such as inspection, auditing, etc. in accordance with duties and powers of the supervisors.	Deleted

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No.	Article No.	Pre-revision clauses	Post-revision clauses
63.	Article 145 (former Article 149)	The board meeting shall include the regular board meeting or the interim board meeting. The board of directors shall inform the supervisors of the convening of board meeting.	The board meeting shall include the regular board meeting or the interim board meeting. <del>The board of directors shall inform the supervisors of the convening of board meeting.</del>
64.	Article 147 (former Article 151)	<p>The chairperson of the board of directors shall convene and preside over the board meeting within ten (10) days in one of the following circumstances:</p> <p>(1) when shareholders representing more than ten percent (10%) of the voting shares propose to do so;</p> <p>(2) when the chairperson of the board of directors considers it necessary;</p> <p>(3) when more than one third (1/3) of the directors propose to do so;</p> <p>(4) when the board of supervisors proposes to do so;</p> <p>(5) when more than two (2) independent directors propose to do so;</p> <p>(6) when the president of the Bank proposes to do so.</p> <p>A notice shall be issued within a reasonable time limit before an interim board meeting is convened.</p>	<p>The chairperson of the board of directors shall convene and preside over the board meeting within ten (10) days in one of the following circumstances:</p> <p>(1) when shareholders representing more than ten percent (10%) of the voting shares propose to do so;</p> <p>(2) when the chairperson of the board of directors considers it necessary;</p> <p>(3) when more than one third (1/3) of the directors propose to do so;</p> <p>(4) when the <del>board of supervisors</del> <b>audit committee</b> proposes to do so;</p> <p>(5) when more than two (2) independent directors propose to do so;</p> <p>(6) when the president of the Bank proposes to do so.</p> <p>A notice shall be issued within a reasonable time limit before an interim board meeting is convened.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
65.	Article 151 (former Article 155)	<p>Resolutions of the board of directors shall be approved and adopted by more than half (1/2) of all directors, but for the following matters, the resolution shall be approved and adopted by more than two thirds (2/3) of all directors, and the board meeting should not be held by adoption of written resolutions:</p> <p>(1) developing the annual financial budget and final accounts of the Bank;</p> <p>(2) profit distribution plans or deficiency coverage plans;</p> <p>(3) capital replenishment plan;</p> <p>(4) plans for the increase or decrease of registered capital;</p> <p>(5) plans for merger, division, dissolution and change of corporate form;</p> <p>(6) plans for issuance of corporate bonds or other securities and public listing;</p> <p>(7) plans for purchase of the shares of the Bank;</p> <p>(8) amendments to the Articles;</p> <p>(9) establishment of legal persons, material merger and acquisition, material investment and material assets disposal and material guarantee matters and so on;</p>	<p>Resolutions of the board of directors shall be approved and adopted by more than half (1/2) of all directors, but for the following matters, the resolution shall be approved and adopted by more than two thirds (2/3) of all directors, and the board meeting should not be held by adoption of written resolutions:</p> <p>(1) developing the annual financial budget and final accounts of the Bank;</p> <p>(2) profit distribution plans or deficiency coverage plans;</p> <p>(3) capital replenishment plan;</p> <p>(4) plans for the increase or decrease of registered capital;</p> <p>(5) plans for merger, division, dissolution and change of corporate form;</p> <p>(6) plans for issuance of corporate bonds or other securities and public listing;</p> <p>(7) plans for purchase of the shares of the Bank;</p> <p>(8) amendments to the Articles;</p> <p>(9) establishment <u>and adjustment</u> of legal persons, material merger and acquisition, material investment and material assets disposal and material guarantee matters and so on;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(10) financial restructuring;</p> <p>(11) compensation plans for directors or senior management personnel;</p> <p>(12) appointing or dismissing senior management personnel of the Bank, deciding on their compensation, bonus and penalty matters; appointing chairpersons and members of special committees of the board of directors;</p> <p>(13) submitting to the general meeting of shareholders the engagement or dismissal of the accounting firm that conducts periodic statutory audits of the financial accounting reports of the Bank;</p> <p>(14) such other matters whereby more than half (1/2) of all directors consider will have a material adverse effect on the Bank and shall be approved and adopted by more than two thirds (2/3) of all directors.</p>	<p>(10) financial restructuring;</p> <p>(11) compensation plans for directors or senior management personnel;</p> <p>(12) appointing or dismissing senior management personnel of the Bank, deciding on their compensation, bonus and penalty matters; appointing chairpersons and members of special committees of the board of directors;</p> <p>(13) submitting to the <del>general meeting of shareholders</del> <b>shareholders' meeting</b> the engagement or dismissal of the accounting firm that conducts periodic statutory audits of the financial accounting reports of the Bank;</p> <p>(14) such other matters whereby more than half (1/2) of all directors consider will have a material adverse effect on the Bank and shall be approved and adopted by more than two thirds (2/3) of all directors.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
66.	Article 152 (former Article 156)	<p>If any directors or any of their connected persons (as defined in the <i>Listing Rules</i>) have material interest with the matter to be resolved in the board meeting, such director shall withdraw from reviewing such matter and should neither exercise their voting right on such matter, nor exercise voting right on behalf of other directors, nor be counted into the quorum of the meeting, unless otherwise specified by laws, administrative regulations, rules and other relevant regulations of the securities regulatory authority in the locality where the shares of the Bank are listed.</p> <p>Resolutions of the board of directors shall be adopted only by more than half (1/2) of the directors without material interest in the matter to be resolved.</p>	<p>If any directors or any of their connected persons (as defined in the <i>Listing Rules</i>) have material interest with the matter to be resolved in the board meeting, such director shall withdraw from reviewing such matter and should neither exercise their voting right on such matter, nor exercise voting right on behalf of other directors, nor be counted into the quorum of the meeting, unless otherwise specified by laws, administrative regulations, rules and other relevant regulations of the securities regulatory authority in the locality where the shares of the Bank are listed.</p> <p>Resolutions of the board of directors shall be adopted only by more than half (1/2) of the directors without material interest in the matter to be resolved. <b><u>This provision applies unless otherwise stipulated by laws, administrative regulations, rules, or relevant provisions of the securities regulatory authority at the place where the Bank's shares are listed.</u></b></p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
		When directors with no significant material interest in the matter present at the board meeting are less than three (3), the board of directors shall submit such proposals in time to the general meeting of shareholders for review. The board of directors shall explain to the general meeting of shareholders the review of the board of directors on such proposal when submitting the proposal thereto, and shall record the opinions of the directors without material interest in the matter on such proposal.	When directors with no significant material interest in the matter present at the board meeting are less than three (3), the board of directors shall submit such proposals in time to the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> for review. The board of directors shall explain to the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> the review of the board of directors on such proposal when submitting the proposal thereto, and shall record the opinions of the directors without material interest in the matter on such proposal.
67.	Article 156 (former Article 160)	<p>Resolutions of the board of directors in violation of laws or administrative regulations shall be deemed as invalid.</p> <p>In cases where the convening procedure or voting method of Board meeting violates laws, administrative regulations or the Articles, or resolution contents violate the Articles, shareholders may, within sixty (60) days upon the date of making the resolution, request the people's court to rescind such resolution.</p> <p>In cases where shareholders file lawsuit in accordance with the aforesaid term, the Bank may apply to the people's court for corresponding guarantee from the shareholders.</p>	<p>Resolutions of the board of directors in violation of laws or administrative regulations shall be deemed as invalid. In cases where the convening procedure or voting method of Board meeting violates laws, administrative regulations or the Articles, or resolution contents violate the Articles, shareholders may, within sixty (60) days upon the date of making the resolution, request the people's court to rescind such resolution.</p> <p><b><u>However, there are only minor flaws in the convening procedures or voting methods of the board of directors' meeting, which do not have a substantial impact on the resolution.</u></b></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>If the Bank has registered the change in accordance with resolution of the board of directors, and the people's court declares such resolution be void or rescinded, the Bank shall apply to the company registration authority for rescission of the registration of change.</p>	<p><u><b>If the people's court makes a judgment or ruling on relevant matters, the Bank shall fulfill its information disclosure obligations in accordance with laws, administrative regulations, rules, and the regulatory documents, fully explain the impact, and actively cooperate with the execution after the judgment or ruling takes effect. Matters involving the correction of previous issues shall be handled promptly and the corresponding information disclosure obligations shall be fulfilled.</b></u></p> <p><del>In cases where shareholders file lawsuit in accordance with the aforesaid term, the Bank may apply to the people's court for corresponding guarantee from the shareholders.</del></p> <p><del>If the Bank has registered the change in accordance with resolution of the board of directors, and the people's court declares such resolution be void or rescinded, the Bank shall apply to the company registration authority for rescission of the registration of change.</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Section 4 Secretary of the Board of Directors</b>	<b>Section 4 Secretary of the Board of Directors</b>
68.	Article 159 (former Article 163)	<p>The secretary of the board of directors shall be a natural person who has necessary professional knowledge and experience, and shall exercise the following functions and duties:</p> <p>(1) assisting directors in handling daily work of the board of directors, providing directors with or reminding them of and ensuring that directors understand the regulations, policies and requirements of relevant regulatory authorities in relation to the Bank's operation, and assisting directors and the president in observing laws, administrative regulations, rules, relevant regulations of the securities regulatory authority of the locality where the Bank's shares are listed, the Articles and other relevant provisions in the performance of their duties;</p>	<p>The secretary of the board of directors shall be a natural person who has necessary professional knowledge and experience, and shall exercise the following functions and duties:</p> <p><del>(1) assisting directors in handling daily work of the board of directors, providing directors with or reminding them of and ensuring that directors understand the regulations, policies and requirements of relevant regulatory authorities in relation to the Bank's operation, and assisting directors and the president in observing laws, administrative regulations, rules, relevant regulations of the securities regulatory authority of the locality where the Bank's shares are listed, the Articles and other relevant provisions in the performance of their duties;</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(2) organizing and preparing for the board meetings and the general meetings of shareholders, being responsible for taking minutes of board meetings and signing on the same and for the keeping of important documents such as resolutions and minutes of board meetings and the general meetings of shareholders, ensuring that decisions made at such meetings are in compliance with statutory procedures, and following up with the implementation of relevant resolutions, reporting in a timely manner to the board of directors on major issues identified in the implementation process and making suggestions on the same;</p> <p>(3) ensuring decisions made by the board of directors on major matters are in strict compliance with procedural requirements; participating and organizing consultations for and analyses of matter to be decided on by the board of directors as required, making suggestions on the same; and handling daily operation matters of the board of directors and special committees of the board of directors that are delegated to him or her;</p>	<p><del>(2) organizing and preparing for the board meetings and the general meetings of shareholders, being responsible for taking minutes of board meetings and signing on the same and for the keeping of important documents such as resolutions and minutes of board meetings and the general meetings of shareholders, ensuring that decisions made at such meetings are in compliance with statutory procedures, and following up with the implementation of relevant resolutions, reporting in a timely manner to the board of directors on major issues identified in the implementation process and making suggestions on the same;</del></p> <p><del>(3) ensuring decisions made by the board of directors on major matters are in strict compliance with procedural requirements; participating and organizing consultations for and analyses of matter to be decided on by the board of directors as required, making suggestions on the same; and handling daily operation matters of the board of directors and special committees of the board of directors that are delegated to him or her;</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(4) being responsible, as the liaison officer between the Bank and relevant regulatory authorities, for organizing preparation and timely delivery of documents requested by relevant regulatory authorities and for receiving and arranging for implementation of relevant tasks from relevant regulatory authorities;</p> <p>(5) being responsible for organizing and coordinating the Bank's information disclosures, organizing formulation of and improvement on the management system in respect of the Bank's information disclosure matters, urging the Bank and relevant information disclosure obligors to act in compliance with relevant provisions governing information disclosure; keeping confidentiality of the Bank's price-sensitive information reporting and disclosing in a timely manner leaks of important information not disclosed to the public to securities regulatory authorities of the place where the Bank's shares are listed and arranging for disclosure;</p>	<p><del>(4) being responsible, as the liaison officer between the Bank and relevant regulatory authorities, for organizing preparation and timely delivery of documents requested by relevant regulatory authorities and for receiving and arranging for implementation of relevant tasks from relevant regulatory authorities;</del></p> <p><del>(5) being responsible for organizing and coordinating the Bank's information disclosures, organizing formulation of and improvement on the management system in respect of the Bank's information disclosure matters, urging the Bank and relevant information disclosure obligors to act in compliance with relevant provisions governing information disclosure; keeping confidentiality of the Bank's price-sensitive information reporting and disclosing in a timely manner leaks of important information not disclosed to the public to securities regulatory authorities of the place where the Bank's shares are listed and arranging for disclosure;</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(6) coordinating public relations and being responsible for managing investors relations, coordinating between the Bank and relevant regulatory authorities, investors, securities services institutions and the media etc. in respect of information communication;</p> <p>(7) being responsible for the Bank's securities management matters, ensuring proper management and keeping of the Bank's registers of shareholders and beneficiaries of the Bank's outstanding bonds, keeping information on holdings of the Bank's shares by its directors, supervisors, senior management officers, the Bank's controlling shareholder and its directors, supervisors and senior management officers, being responsible for disclosure in response to the request of relevant regulatory authorities of changes in shareholdings of the Bank's directors, supervisors and senior management officers; keeping the seal of the Bank's board of directors;</p> <p>(8) organizing training programmes for the Bank's directors, supervisors and senior management officers on relevant laws, administrative regulations and relevant provisions of securities regulatory authorities of the places where the Bank's shares are listed, and assisting them in understanding their respective duties in information disclosure;</p>	<p><del>(6) coordinating public relations and being responsible for managing investors relations, coordinating between the Bank and relevant regulatory authorities, investors, securities services institutions and the media etc. in respect of information communication;</del></p> <p><del>(7) being responsible for the Bank's securities management matters, ensuring proper management and keeping of the Bank's registers of shareholders and beneficiaries of the Bank's outstanding bonds, keeping information on holdings of the Bank's shares by its directors, supervisors, senior management officers, the Bank's controlling shareholder and its directors, supervisors and senior management officers, being responsible for disclosure in response to the request of relevant regulatory authorities of changes in shareholdings of the Bank's directors, supervisors and senior management officers; keeping the seal of the Bank's board of directors;</del></p> <p><del>(8) organizing training programmes for the Bank's directors, supervisors and senior management officers on relevant laws, administrative regulations and relevant provisions of securities regulatory authorities of the places where the Bank's shares are listed, and assisting them in understanding their respective duties in information disclosure;</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		(9) performing other duties delegated to him or her by the board of directors and exercising such other powers and authorities as prescribed by securities regulatory authorities of the places where the Bank's shares are listed.	<p><del>(9) performing other duties delegated to him or her by the board of directors and exercising such other powers and authorities as prescribed by securities regulatory authorities of the places where the Bank's shares are listed.</del></p> <p><b><u>(1) responsible for disclosure of the Bank's information, coordinating corporate disclosure affairs, organizing the formulation of management systems for information disclosure, and urging the Bank and the relevant information disclosure obligors to observe relevant disclosure regulations;</u></b></p> <p><b><u>(2) responsible for investor relations management, coordinating communications between the Bank and the securities regulatory authority, investors and de facto controller, intermediaries, and public media;</u></b></p> <p><b><u>(3) organizing and preparing the meetings of the board of directors and the shareholders' meeting, attending the meetings of the shareholders' meeting, the board of directors, and senior management personnel, and keeping and signing the minutes of the meetings of the board of directors;</u></b></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
			<p><u>(4) responsible for confidentiality with respect to information disclosure of the Bank, and reporting to the Shanghai Stock Exchange and making timely disclosure whenever any non-published material information is leaked;</u></p> <p><u>(5) paying attention to media coverage on the Bank and ascertaining whether the coverage is true or not, and urging the Bank and other parties concerned to timely respond to the inquiries of the Shanghai Stock Exchange;</u></p> <p><u>(6) organizing trainings for directors, and senior management personnel on relevant the laws and regulations and relevant regulatory documents and helping them have a clear grasp of their respective responsibilities in information disclosure;</u></p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
			<p><u>(7) urging the directors and senior management personnel to comply with the laws and regulations, relevant regulatory documents, and the Articles, and to duly fulfill their undertakings; when becoming aware that the Bank, or any of its directors, or senior management personnel makes or is likely to make any decision in violation of relevant regulations, reminding the parties concerned of the situation and promptly and faithfully reporting the situation to the Shanghai Stock Exchange;</u></p> <p><u>(8) responsible for the management of changes in the Bank's stocks and derivatives thereon;</u></p> <p><u>(9) other duties required by laws, regulations and regulatory documents.</u></p>
69.	Article 160 (former Article 164)	Directors or senior management personnel of the Bank may serve concurrently as the secretary of the board of directors (except as prohibited by laws, administrative regulations or rules), provided that they shall ensure that they have adequate energy and time required for effectively performing their duties as the secretary of the board of directors.	A director or senior management personnel of the Bank may serve concurrently as the secretary of the board of directors ( <del>except as prohibited by laws, administrative regulations or rules</del> ), provided that they shall ensure that they have adequate energy and time required for effectively performing their duties as the secretary of the board of directors. <u>This provision applies unless otherwise prohibited by laws, administrative regulations or rules.</u>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Section 5 Special Committees of the Board of Directors</b>	<b>Section 5 Special Committees of the Board of Directors</b>
70.	Article 162 (former Article 166)	<p>The board of directors of the Bank shall have strategy committee, corporate social responsibility and consumer protection committee, audit committee, risk management committee, nomination committee, compensation committee and related party transactions control committee, and other special committees. The board of directors may set up other special committees and adjust the existing committees whenever necessary.</p> <p>Each special committee shall be accountable to the board of directors, and provide the board of directors with professional opinions or make decisions on professional matters in accordance with the Articles and upon the explicit authorization by the board of directors. Each special committee may engage an intermediary institution to issue professional advice and the reasonable expenses incurred shall be borne by the Bank.</p>	<p>The board of directors of the Bank shall have strategy committee, corporate social responsibility and consumer protection committee, audit committee, risk management committee, nomination committee, compensation committee and related party transactions control committee, and other special committees. The board of directors may set up other special committees and adjust the existing committees whenever necessary.</p> <p>Each special committee shall be accountable to the board of directors, and provide the board of directors with professional opinions or make decisions on professional matters in accordance with the Articles and upon the explicit authorization by the board of directors. Each special committee may engage an intermediary institution to issue professional advice and the reasonable expenses incurred shall be borne by the Bank.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		Each special committee member shall be a director of the Bank and each special committee shall be composed of no less than three (3) directors. Independent directors shall form the majority of the audit committee, nomination committee, compensation committee and related party transactions control committee and act as the chairperson in such committees. In principle, the proportion of independent directors on the risk management committee shall not be lower than one third (1/3), and members of the audit committee shall be non-executive directors.	Each special committee member shall be a director of the Bank and each special committee shall be composed of no less than three (3) directors. Independent directors shall form the majority of the audit committee, nomination committee, compensation committee and related party transactions control committee and act as the chairperson in such committees. In principle, the proportion of independent directors on the risk management committee shall not be lower than one third (1/3), <del>and</del> <u>and employee directors may be members of the audit committee.</u>
71.	Article 163 (former Article 167)	<p>The strategy committee shall exercise the following functions and duties:</p> <p>(1) examining plans for strategic development and material overall strategic risk events and making suggestions in that respect to the board of directors;</p> <p>(2) examining annual financial budgets and final accounts, making suggestions in that respect to the board of directors;</p> <p>(3) examining the strategic capital allocation (such as capital structure and capital adequacy ratio) and asset-liability management targets, making suggestions in that respect to the board of directors;</p>	<p>The strategy committee shall exercise the following functions and duties:</p> <p>(1) examining plans for strategic development and material overall strategic risk events and making suggestions in that respect to the board of directors;</p> <p>(2) examining annual financial budgets and final accounts, making suggestions in that respect to the board of directors;</p> <p>(3) examining the strategic capital allocation (such as capital structure and capital adequacy ratio) and asset-liability management targets, making suggestions in that respect to the board of directors;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(4) preparing plans for the overall development of different kinds of financial business and making suggestions in that respect to the board of directors;</p> <p>(5) examining plans for significant restructuring and adjustments, making suggestions in that respect to the board of directors;</p> <p>(6) being responsible for examining the making of significant investment and financing plans and proposals in that respect as submitted by the management, making suggestions in that respect to the board of directors;</p> <p>(7) being responsible for examining the making of merger and acquisition plans and proposals in that respect as submitted by the management, making suggestions in that respect to the board of directors;</p> <p>(8) examining the strategic development plan of domestic and overseas branches and offices, making suggestions in that respect to the board of directors;</p> <p>(9) examining plans for strategic human resources development, making suggestions in that respect to the board of directors;</p>	<p>(4) preparing plans for the overall development of different kinds of financial business and making suggestions in that respect to the board of directors;</p> <p>(5) examining plans for significant restructuring and adjustments, making suggestions in that respect to the board of directors;</p> <p>(6) being responsible for examining the making of significant investment and financing plans and proposals in that respect as submitted by the management, making suggestions in that respect to the board of directors;</p> <p>(7) being responsible for examining the making of merger and acquisition plans and proposals in that respect as submitted by the management, making suggestions in that respect to the board of directors;</p> <p>(8) examining the strategic development plan of domestic and overseas branches and offices, making suggestions in that respect to the board of directors;</p> <p>(9) examining plans for strategic human resources development, making suggestions in that respect to the board of directors;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(10) examining plans for IT development and other special strategic development plans, making suggestions in that respect to the board of directors;</p> <p>(11) examining strategic arrangements for social responsibility and annual social responsibility reports (ESG reports) and making suggestions to the board of directors;</p> <p>(12) examining and assessing whether the corporate governance structure is sound so as to ensure that the financial accounting report, risk management and internal control of the Bank meet the Bank's standards for corporate governance; and</p> <p>(13) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>(10) examining plans for <b><u>digital finance, digital information-based development</u></b> <del>IT development</del> and other special strategic development plans, making suggestions in that respect to the board of directors;</p> <p>(11) examining strategic arrangements for <b><u>sustainable development</u></b> <del>social responsibility and annual social responsibility reports (ESG reports)</del> and making suggestions to the board of directors;</p> <p>(12) examining and assessing whether the corporate governance structure is sound so as to ensure that the financial accounting report, risk management and internal control of the Bank meet the Bank's standards for corporate governance; and</p> <p>(13) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
72.	Article 164 (former Article 168)	<p>The corporate social responsibility and consumer protection committee shall exercise the following functions and duties:</p> <p>(1) listening to and reviewing the Bank's policy objectives for its performance of social responsibility in respect of environment, society, governance (ESG) and services for rural revitalization, and corporate culture development, getting briefed on the Bank's implementation of social responsibility, and reporting to the board of directors;</p> <p>(2) discussing major issues and studying policies of the Bank for the consumer protection, guiding and supervising the establishment and improvement of the management system for the consumer protection, examining the implementation of the Bank's consumer protection strategy, policies, objectives, and work reports and urging remedial actions, and making suggestions to the board of directors;</p> <p>(3) examining the Bank's policy objectives for its green finance strategy, climate risk management and establishment of green bank and relevant matters and making suggestions to the board of directors;</p>	<p>The corporate social responsibility and consumer protection committee shall exercise the following functions and duties:</p> <p>(1) listening to and reviewing the Bank's policy objectives <del>for its performance of social responsibility</del>—in respect of <b><u>sustainable finance,</u></b> <del>environment, society, governance (ESG)</del> and services for rural revitalization, <del>and</del> corporate culture development, <b><u>and environment, society, governance,</u></b> getting briefed on the Bank's implementation of social responsibility, <b><u>reviewing annual sustainability report,</u></b> and reporting to the board of directors;</p> <p>(2) discussing major issues and studying policies of the Bank for the consumer protection, guiding and supervising the establishment and improvement of the management system for the consumer protection, examining the implementation of the Bank's consumer protection strategy, policies, objectives, and work reports and urging remedial actions, and making suggestions to the board of directors;</p> <p>(3) examining the Bank's policy objectives for its green finance strategy, climate risk management and establishment of green bank and relevant matters and making suggestions to the board of directors;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(4) examining the Bank's development strategy and planning, basic management policy, annual operational plans as well as performance assessment measures for inclusive finance business, and making suggestions to the board of directors;</p> <p>(5) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p><b><u>(4) reviewing the Bank's policy objectives and related matters on technology finance and pension finance, and proposing to the board of directors;</u></b></p> <p><del>(4)</del><b>(5)</b> examining the Bank's development strategy and planning, basic management policy, annual operational plans as well as performance assessment measures for inclusive finance business, and making suggestions to the board of directors;</p> <p><del>(5)</del><b>(6)</b> other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
73.	Article 165 (former Article 169)	<p>The audit committee shall exercise the following functions and duties:</p> <p>(1) supervising the Bank's internal control system on an ongoing basis, reviewing the Bank's management rules and regulations and their implementation, and inspecting and evaluating the compliance and effectiveness of the Bank's significant business activities;</p> <p>(2) reviewing financial information of the Bank and its disclosure, reviewing the Bank's significant financial policies and their implementation, supervising financial operations, and monitoring the truthfulness of the Bank's financial and accounting reports and the effectiveness of the management's implementation of financial and accounting reporting procedures of the Bank;</p> <p>(3) inspecting, monitoring and assessing the performance of the Bank's internal audit functions, supervising the internal audit system and its implementation, and evaluating the work procedures and effectiveness of the internal audit departments;</p>	<p>The audit committee shall exercise the following functions and duties:</p> <p><del>(1) supervising the Bank's internal control system on an ongoing basis, reviewing the Bank's management rules and regulations and their implementation, and inspecting and evaluating the compliance and effectiveness of the Bank's significant business activities;</del></p> <p><b><u>(1) supervising the performance of duties by directors and senior management personnel, and proposing the dismissal of directors and senior management personnel who violate laws, administrative regulations, the Articles, or resolutions of shareholders' meetings;</u></b></p> <p><b><u>(2) examining and supervising the Bank's financial activities,</u></b> reviewing financial information of the Bank and its disclosure, reviewing the Bank's significant financial policies and their implementation, supervising financial operations, and monitoring the truthfulness of the Bank's financial and accounting reports and the effectiveness of the management's implementation of financial and accounting reporting procedures of the Bank;</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(4) proposing the engagement or replacement of the Bank's external auditors, adopting appropriate measures to supervise their performance, reviewing external auditors' reports, and ensuring external auditors bear responsibility for their audit work;</p> <p>(5) procuring that the Bank ensure the internal audit departments have sufficient resources for their operations and facilitating communications between the internal audit departments and the external auditors;</p> <p>(6) assessing the mechanism of reporting improprieties in financial and accounting reports, internal control or other matters by the Bank's employees, and the mechanism of conducting independent and fair investigation on the reported matters and taking appropriate follow up action by the Bank;</p> <p>(7) reporting its decisions and recommendations to the board of directors;</p>	<p><b><u>(3) continuously supervising the Bank's internal control system, reviewing the Bank's management rules and regulations as well as their implementation, and inspecting and assessing the compliance and effectiveness of the Bank's major business activities;</u></b></p> <p><del>(3)</del>—<del>(4)</del> inspecting, monitoring and assessing the performance of the Bank's internal audit functions, supervising the internal audit system and its implementation, and evaluating the work procedures and effectiveness of the internal audit departments;</p> <p><del>(4)</del>—<del>(5)</del> proposing the engagement or replacement of the Bank's external auditors, adopting appropriate measures to supervise their performance, reviewing external auditors' reports, and ensuring external auditors bear responsibility for their audit work;</p> <p><del>(5)</del>—<del>(6)</del> procuring that the Bank ensure the internal audit departments have sufficient resources for their operations and facilitating communications between the internal audit departments and the external auditors;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		(8) other duties and powers designated under laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.	<p><del>(6)–(7)</del> assessing the mechanism of reporting improprieties in financial and accounting reports, internal control or other matters by the Bank’s employees, and the mechanism of conducting independent and fair investigation on the reported matters and taking appropriate follow up action by the Bank;</p> <p><b><u>(8) requiring directors and senior management personnel to rectify any actions that harm the Bank’s interests;</u></b></p> <p><b><u>(9) filing lawsuits in accordance with the law against directors and senior management personnel who violate laws, administrative regulations, or the provisions of the Articles in the performance of their duties and cause losses to the Bank;</u></b></p> <p><del>(7)–(10)</del> reporting its decisions and recommendations to the board of directors;</p> <p><del>(8)–(11)</del> other duties and powers designated under laws, administrative regulations, <b><u>regulatory provisions, the Articles,</u></b> <del>rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed,</del> and as may be authorized by <b><u>the shareholders’ meeting and</u></b> the board of directors.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
74.	Article 166 (former Article 170)	<p>The risk management committee shall exercise the following functions and duties:</p> <p>(1) examining and amending risk strategies, risk management policies, risk preference, overall risk management system and internal control procedures of the Bank, supervising and assessing the implementation and effectiveness thereof according to the overall strategy of the Bank, making suggestions in that respect to the board of directors;</p> <p>(2) supervising the Bank's risk management system on an ongoing basis, supervising and assessing the establishment, organizational structure, working procedures and effectiveness of the risk management department and making suggestions for improvement;</p> <p>(3) supervising and assessing the risk control by the senior management in respect of strategy, credit, market, operation (case prevention), liquidity, compliance, reputation, information technology, interest rate in the banking book, control of country risk and other risks, and making suggestions for improving the Bank's risk management and internal control;</p>	<p>The risk management committee shall exercise the following functions and duties:</p> <p>(1) examining and amending risk strategies, risk management policies, risk preference, overall risk management system and internal control procedures of the Bank, supervising and assessing the implementation and effectiveness thereof according to the overall strategy of the Bank, making suggestions in that respect to the board of directors;</p> <p>(2) supervising the Bank's risk management system on an ongoing basis, supervising and assessing the establishment, organizational structure, working procedures and effectiveness of the risk management department and making suggestions for improvement;</p> <p>(3) supervising and assessing the risk control by the senior management in respect of strategy, credit, market, operation (case prevention), liquidity, compliance, reputation, information technology <u>and cybersecurity</u>, interest rate in the banking book, control of country risk and other risks, and making suggestions for improving the Bank's risk management and internal control;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(4) conducting regular assessments on the risk policies, risk preference and overall risk management status of the Bank, making suggestions in that respect to the board of directors; clarifying the requirements for risk data and reports in accordance with the risk management decision-making needs, ensuring that risk reports are competent for the Bank's business models, risk profile and internal management needs, and proposing request for improvement to the senior management members when the risk data and reports cannot meet the requirements;</p> <p>(5) reviewing significant risk management affairs or transactions that are beyond the authority of the president or submitted by the president to the risk management committee for consideration, according to the authorization by the board of directors; and</p> <p>(6) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>(4) conducting regular assessments on the risk policies, risk preference and overall risk management status of the Bank, making suggestions in that respect to the board of directors; clarifying the requirements for risk data and reports in accordance with the risk management decision-making needs, ensuring that risk reports are competent for the Bank's business models, risk profile and internal management needs, and proposing request for improvement to the senior management members when the risk data and reports cannot meet the requirements;</p> <p>(5) reviewing significant risk management affairs or transactions that are beyond the authority of the president or submitted by the president to the risk management committee for consideration, according to the authorization by the board of directors; and</p> <p>(6) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
75.	Article 167 (former Article 171)	<p>The nomination committee shall exercise the following duties and powers:</p> <p>(1) formulating standards and review procedures for the election of directors and senior management personnel, and submitting the proposed procedures and standards to the board of directors for approval;</p> <p>(2) proposing to the board of directors the candidates for directors, president and the secretary of the board of directors;</p> <p>(3) examining the candidates for senior management personnel nominated by the president, making suggestions to the board of directors;</p> <p>(4) proposing to the board of directors on chairpersons and members of special committees of the board of directors;</p> <p>(5) assessing the structure, size and composition of the board of directors annually based on the Bank's development strategy, making suggestions to the board of directors;</p>	<p>The nomination committee shall exercise the following duties and powers:</p> <p>(1) formulating standards and review procedures for the election of directors and senior management personnel, and submitting the proposed procedures and standards to the board of directors for approval;</p> <p>(2) <u>selecting and reviewing candidates for directors and senior management personnel, as well as their qualifications</u><del>proposing to the board of directors the candidates for directors, president and the secretary of the board of directors;</del></p> <p>(3) <u>proposing to the board of directors on the nomination or appointment or removal of directors and the appointment or dismissal of senior management personnel</u><del>examining the candidates for senior management personnel nominated by the president, making suggestions to the board of directors;</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(6) listening to development plans for senior management personnel and key reserve talents;</p> <p>(7) other matters required by laws, administrative regulations, rules, relevant regulations of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>(4) proposing to the board of directors on chairpersons and members of special committees of the board of directors;</p> <p>(5) assessing the structure, size and composition of the board of directors annually based on the Bank's development strategy, making suggestions to the board of directors;</p> <p>(6) listening to development plans for senior management personnel and key reserve talents;</p> <p>(7) other matters required by laws, administrative regulations, rules, relevant regulations of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>
76.	Article 168 (former Article 172)	<p>The compensation committee shall exercise the following duties and powers:</p> <p>(1) formulating performance evaluation rules on the duty performance by directors for the board of directors, and submitting them to the board of directors for approval; formulating compensation plans for directors, and submitting them to the board of directors for approval and then to the general meeting of shareholders for approval;</p>	<p>The compensation committee shall exercise the following duties and powers:</p> <p><del>(1) formulating performance evaluation rules on the duty performance by directors for the board of directors, and submitting them to the board of directors for approval; formulating compensation plans for directors, and submitting them to the board of directors for approval and then to the general meeting of shareholders for approval;</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(2) organizing evaluation of directors by the board of directors; proposing the distribution of compensation of directors, and submitting it to the general meeting of shareholders for resolution upon the approval of the board of directors;</p> <p>(3) formulating and examining evaluation measures and compensation plans for senior management personnel, evaluating the performances and acts of senior management personnel and submitting them to the board of directors for approval, and then to the general meeting of shareholders if the matter falls within the authority of the general meeting of shareholders;</p> <p>(4) other matters required by laws, administrative regulations, rules, relevant regulations of the securities regulatory authorities of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p><del>(2)</del><b>(1)</b> <del>organizing evaluation of directors by the board of directors;</del> <b><u>drafting and reviewing the assessment methods and compensation plans for the directors of the Bank,</u></b> proposing suggestions on the distribution of compensation of directors, and submitting it to the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> for resolution upon the approval of the board of directors;</p> <p><del>(3)</del><b>(2)</b> formulating and examining evaluation measures and compensation plans for senior management personnel, <b><u>proposing the compensation distribution for senior management personnel,</u></b> <del>evaluating the performances and acts of senior management personnel</del> and submitting them to the board of directors for approval, and then to the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> if the matter falls within the authority of the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>;</p> <p><del>(4)</del><b>(3)</b> other matters required by laws, administrative regulations, rules, relevant regulations of the securities regulatory authorities of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
77.	Article 169 (former Article 173)	<p>The related party transactions control committee shall exercise the following duties and powers:</p> <p>(1) developing the basic policies of the related party transactions management and supervising the implementation of the same;</p> <p>(2) identifying the related parties of the Bank, and informing relevant staff of the Bank in a timely manner of the identified related parties;</p> <p>(3) approving related party transactions and other matters relevant to related party transactions as authorized by the board of directors, and accepting the filings of statistical information on related party transactions;</p> <p>(4) conducting an examination on related party transactions which are subject to the approval of the board of directors or the general meeting of shareholders, and submitting them to the board of directors or for the board of directors to submit to the general meeting of shareholders for approval;</p>	<p>The related party transactions control committee shall exercise the following duties and powers:</p> <p>(1) developing the basic policies of the related party transactions management and supervising the implementation of the same;</p> <p><del>(2) identifying the related parties of the Bank, and informing relevant staff of the Bank in a timely manner of the identified related parties;</del></p> <p><del>(3)</del><b>(2)</b> approving related party transactions and other matters relevant to related party transactions as authorized by the board of directors, and accepting the filings of statistical information on related party transactions;</p> <p><del>(4)</del><b>(3)</b> conducting an examination on related party transactions which are subject to the approval of the board of directors or the <del>general meeting of shareholders</del> <b>shareholders' meeting</b>, and submitting them to the board of directors or for the board of directors to submit to the <del>general meeting of shareholders</del> <b>shareholders' meeting</b> for approval;</p>



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		<p>(5) reporting to the board of directors information on implementation of the related party transactions management system and the status of related party transactions;</p> <p>(6) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p><del>(5)</del><b>(4)</b> reporting to the board of directors information on implementation of the related party transactions management system and the status of related party transactions;</p> <p><del>(6)</del><b>(5)</b> other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>
		<b>Chapter 10 President and Other Senior Management Personnel</b>	<b>Chapter <del>9</del><b>10</b> President and Other Senior Management Personnel</b>
78.	Article 171 (former Article 175)	The Bank shall have one president, several vice presidents and may have chief risk officer, chief financial officer, secretary of the board of directors, senior business officer and other senior management personnel, to form the Bank's senior management members; the president shall be engaged or dismissed by the board of directors.	The Bank shall have one president, several vice presidents <del>and may have chief risk officer, chief financial officer, secretary of the board of directors, senior business officer</del> and other senior management personnel <b><u>determined and appointed by the board of directors</u></b> , to form the Bank's senior management members; the president shall be engaged or dismissed by the board of directors.

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No.	Article No.	Pre-revision clauses	Post-revision clauses
79.	Article 172 (former Article 176)	<p>The president shall be responsible to the board of directors, supervised by the board of supervisors, and shall perform the following functions and powers:</p> <p>(1) taking charge of the operation and management of the Bank, organizing the implementation of resolutions of the board of directors and implementing the resolutions of the general meeting of shareholders;</p> <p>(2) reporting work to the board of directors, and reporting the operation management timely, accurately and completely to the board of directors, submitting operation and investment plans of the Bank to the board of directors, organizing the implementation of the plans upon approval of the board of directors;</p> <p>(3) drafting basic management regulations of the Bank;</p> <p>(4) drafting the annual financial budget plan, final account plan, profit distribution plan, loss make-up plan, plans for increase or reduction of the registered capital, the issuance of bonds or other securities and listing, and making suggestions in that respect to the board of directors;</p>	<p>The president shall be responsible to the board of directors, supervised by the <del>board of supervisors</del><u>audit committee</u>, and shall perform the following functions and powers:</p> <p>(1) taking charge of the operation and management of the Bank, organizing the implementation of resolutions of the board of directors and implementing the resolutions of the <del>general meeting</del><u>shareholders' meeting</u> of <del>shareholders</del>;</p> <p>(2) reporting work to the board of directors, and reporting the operation management timely, accurately and completely to the board of directors, submitting operation and investment plans of the Bank to the board of directors, organizing the implementation of the plans upon approval of the board of directors;</p> <p>(3) drafting basic management regulations of the Bank;</p> <p>(4) drafting the annual financial budget plan, final account plan, profit distribution plan, loss make-up plan, plans for increase or reduction of the registered capital, the issuance of bonds or other securities and listing, and making suggestions in that respect to the board of directors;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(5) drafting plans for the establishment of tier-one departments of the head office, domestic tier-one branches, the branches and offices directly under the head office and branches and offices outside Mainland China;</p> <p>(6) formulating specific rules and regulations of the Bank;</p> <p>(7) proposing the board of directors to engage or dismiss of vice presidents and other senior management personnel who shall be engaged or dismissed by the board of directors in accordance with laws, administrative regulations and rules (except the secretary of the board or directors);</p> <p>(8) engaging or dismissing persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the board of directors;</p> <p>(9) conducting or authorizing the senior management personnel and persons-in-charge of the internal departments and branches to conduct daily operation and management activities according to the authorization of the board of directors;</p>	<p>(5) drafting plans for the establishment of tier-one departments of the head office, domestic tier-one branches, the branches and offices directly under the head office and branches and offices outside Mainland China;</p> <p>(6) formulating specific rules and regulations of the Bank;</p> <p>(7) proposing the board of directors to engage or dismiss of vice presidents and other senior management personnel who shall be engaged or dismissed by the board of directors in accordance with laws, administrative regulations and rules (except the secretary of the board or directors);</p> <p>(8) engaging or dismissing persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the board of directors;</p> <p>(9) conducting or authorizing the senior management personnel and persons-in-charge of the internal departments and branches to conduct daily operation and management activities according to the authorization of the board of directors;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(10) formulating plans for performances evaluation and compensation levels of persons in charge of internal departments (except the internal audit department) and branches of the Bank; and assessing the performances and compensation levels of such persons;</p> <p>(11) proposing convening interim board meetings;</p> <p>(12) adopting emergency measures in favor of the interest of the Bank and promptly reporting them to the banking regulatory authority of the State Council, the board of directors and the board of supervisors, in the case where any significant unexpected incident or any other emergency happens at the Bank; and</p> <p>(13) other functions and powers that should be exercised by the president according to laws, administrative regulations, rules, regulatory provisions, the Articles, and decisions of the general meeting of shareholders and of the board.</p> <p>The vice presidents shall assist the president in his work and bear their respective responsibilities according to the authorization of the president; where the president is unable to exercise his functions and powers, such functions and powers shall be exercised by an executive director, a vice president or other senior management personnel designated by the board of directors.</p>	<p>(10) formulating plans for performances evaluation and compensation levels of persons in charge of internal departments <del>(except the internal audit department)</del> and branches of the Bank; and assessing the performances and compensation levels of such persons;</p> <p>(11) proposing convening interim board meetings;</p> <p>(12) adopting emergency measures in favor of the interest of the Bank and promptly reporting them to the banking regulatory authority of the State Council and the board of directors <del>and the board of supervisors</del>, in the case where any significant unexpected incident or any other emergency happens at the Bank; and</p> <p>(13) other functions and powers that should be exercised by the president according to laws, administrative regulations, rules, regulatory provisions, the Articles, and decisions of the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> and of the board.</p> <p>The vice presidents shall assist the president in his work and bear their respective responsibilities according to the authorization of the president; where the president is unable to exercise his functions and powers, such functions and powers shall be exercised by an executive director, a vice president or other senior management personnel designated by the board of directors.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
80.	Article 173 (former Article 177)	The president and other management personnel shall truthfully report to the board of directors or the board of supervisors on the business performance, important contracts, financial positions, risk status, prospects of the Bank and significant events regularly or as requested by the board of directors or the board of supervisors.	The president and other management personnel shall truthfully report to the board of directors or the <del>board of supervisors</del> <u>audit committee</u> on the business performance, important contracts, financial positions, risk status, prospects of the Bank and significant events regularly or as requested by the board of directors or the <del>board of supervisors</del> <u>audit committee</u> .
81.	Article 174 (former Article 178)	The president shall develop working rules of the president and implement such rules after being approved by the board of directors.	The president shall develop <del>rules</del> <u>working regulations</u> of the <del>president</del> <u>senior management</u> and implement such <del>rules</del> <u>regulations</u> after being approved by the board of directors.
82.	Article 175 (former Article 179)	The president and other senior management personnel shall be responsible to the board of directors and be supervised by the board of supervisors. The president and other senior management personnel shall perform their duties independently within their functions and powers.  The operational and management activities of the Bank conducted by the president and other senior management personnel within their functions and powers shall not be intervened.	The president and other senior management personnel shall be responsible to the board of directors and be supervised by the <del>board of supervisors</del> <u>audit committee</u> . The president and other senior management personnel shall perform their duties independently within their functions and powers.  The operational and management activities of the Bank conducted by the president and other senior management personnel within their functions and powers shall not be intervened.

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter 11 Supervisors and the Board of Supervisors</b>	<del><b>Chapter 11 Supervisors and the Board of Supervisors</b></del> (The whole chapter is deleted)
		<b>Chapter 12 Stakeholders, Social Responsibility, and Qualifications, Obligations and Incentive Mechanism for Directors, Supervisors, President and Other Senior Management Personnel</b>	<b>Chapter <del>10</del>12 Stakeholders, Social Responsibility, and Qualifications, Obligations and Incentive Mechanism for Directors, Supervisors, President and Other Senior Management Personnel</b>
83.	Article 180 (former Article 220)	The Bank shall respect the lawful rights and interests of domestic financial consumers, employees, suppliers, creditors, communities and other stakeholders, improve the protection mechanism for the lawful rights and interests of financial consumers, and disclose Social Responsibility (ESG) report on a regular basis.	The Bank shall respect the lawful rights and interests of domestic financial consumers, employees, suppliers, creditors, communities and other stakeholders, improve the protection mechanism for the lawful rights and interests of financial consumers, and disclose <del>Social Responsibility</del> <u>sustainability</u> report on a regular basis.

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No.	Article No.	Pre-revision clauses	Post-revision clauses
84.	Article 182 (former Article 222)	<p>None of the following persons may hold the position of director, supervisor, president or other senior management personnel of the Bank:</p> <p>(1) those without capacity or with limited capacity for civil conduct;</p> <p>(2) those sentenced to criminal punishment for embezzlement, bribery, seizure of property, appropriation of property or disrupting socialist market economic orders, where no more than five (5) years have elapsed since the expiration of the enforcement period, or those deprived of political rights for crimes committed, where no more than five (5) years have elapsed since the expiration of the enforcement period;</p> <p>(3) directors or managers of bankrupt and liquidated companies or enterprises who were personally responsible for the bankruptcy of such companies or enterprises, where no more than three (3) years have elapsed since the date of completion of the bankruptcy liquidation;</p>	<p>None of the following persons may hold the position of director, <del>supervisor</del>, president or other senior management personnel of the Bank:</p> <p>(1) those without capacity or with limited capacity for civil conduct;</p> <p>(2) those sentenced to criminal punishment for embezzlement, bribery, seizure of property, appropriation of property or disrupting socialist market economic orders, <del>where no more than five (5) years have elapsed since the expiration of the enforcement period</del>, or those deprived of political rights for crimes committed, where no more than five (5) years have elapsed since the expiration of the enforcement period, <b><u>or those sentenced to probation, with the completion of the probation period not exceeding two (2) years;</u></b></p> <p>(3) directors or managers of bankrupt and liquidated companies or enterprises who were personally responsible for the bankruptcy of such companies or enterprises, where no more than three (3) years have elapsed since the date of completion of the bankruptcy liquidation;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(4) legal representatives of companies or enterprises that had the business license revoked for violating the law, where such legal representatives bear personal liability therefore and no more than three (3) years have elapsed since the date of revocation of the business license;</p> <p>(5) those with relatively large amount of personal debts that have fallen due but have not been repaid;</p> <p>(6) those investigated by judicial authorities for crimes committed and the cases have not been closed;</p> <p>(7) those unable to assume the position of leadership in enterprises as provided by laws and administrative regulations;</p> <p>(8) non-natural persons; and</p>	<p>(4) legal representatives of companies or enterprises that had the business license revoked <b><u>or been ordered to close</u></b> for violating the law, where such legal representatives bear personal liability therefore and no more than three (3) years have elapsed since the date of revocation of the business license <b><u>and the order of closure</u></b>;</p> <p>(5) those with relatively large amount of personal debts that have fallen due but have not been repaid;</p> <p><b><u>(6) those have been subject to market entry restrictions imposed by the CSRC, and the restriction period has not yet expired</u></b>;</p> <p><b><u>(7) those have been publicly recognized by the stock exchange as unsuitable to serve as directors or senior management of a listed company, and whose disqualification period has not yet expired</u></b>;</p> <p><b><u>(8) other circumstances as stipulated by laws, administrative regulations, or departmental rules.</u></b></p>



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		<p>(9) those judged by competent authorities as having violated the provisions of relevant securities laws and regulations, and involving fraudulent or dishonest acts, where no more than five (5) years have elapsed since the date of judgment.</p> <p>Persons assuming executive posts other than directors and supervisors in the controlling shareholders or de facto controllers of the Bank should not serve as senior management personnel of the Bank.</p>	<p><del>(6) those investigated by judicial authorities for crimes committed and the cases have not been closed;</del></p> <p><del>(7) those unable to assume the position of leadership in enterprises as provided by laws and administrative regulations;</del></p> <p><del>(8) non-natural persons; and</del></p> <p><del>(9) those judged by competent authorities as having violated the provisions of relevant securities laws and regulations, and involving fraudulent or dishonest acts, where no more than five (5) years have elapsed since the date of judgment.</del></p> <p>Persons assuming executive posts other than directors and supervisors in the controlling shareholders or de facto controllers of the Bank should not serve as senior management personnel of the Bank.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
85.	Article 183	Newly added	<p><u>Directors and senior management personnel shall comply with laws, administrative regulations, and the provisions of the Articles, and owe a duty of loyalty to the Bank. They shall take measures to avoid conflicts of interest between themselves and the Bank and shall not abuse their powers for improper personal gain.</u></p> <p><u>Directors and senior management personnel owe the following duties of loyalty to the Bank:</u></p> <p><u>(1) they shall not seize the Bank's assets or misappropriate the Bank's funds;</u></p> <p><u>(2) they shall not deposit the Bank's funds into accounts opened in their own name or in the name of any other individual;</u></p> <p><u>(3) they shall not use their position to engage in bribery or receive other illicit gains;</u></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
			<p><u>(4) they shall not, without prior disclosure to the board of directors or the shareholders' meeting and approval by a resolution of the board of directors or the shareholders' meeting as required by the Articles, enter into contracts or conduct transactions with the Bank, either directly or indirectly;</u></p> <p><u>(5) they shall not use their position to seek business opportunities that rightfully belong to the Bank for themselves or others, unless such opportunities are reported to the board of directors or the shareholders' meeting and approved by a resolution of the shareholders' meeting, or unless the Bank is unable to exploit such opportunities in accordance with laws, administrative regulations, or the Articles;</u></p> <p><u>(6) they shall not, without prior disclosure to the board of directors or the shareholders' meeting and approval by a resolution of the shareholders' meeting, engage in or operate, for themselves or for others, a business that competes with that of the Bank;</u></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
			<p><u>(7) they shall not accept commissions from transactions conducted between the Bank and other parties for their own benefit;</u></p> <p><u>(8) they shall not disclose the Bank's confidential information without authorization;</u></p> <p><u>(9) they shall not use their related party relationships to harm the Bank's interests;</u></p> <p><u>(10) they shall fulfill other duties of loyalty as prescribed by laws, administrative regulations, departmental rules, and the Articles.</u></p> <p><u>Income derived by directors and senior management personnel from violation of the provisions of this Article shall belong to the Bank; where the Bank suffer losses thereto, they shall be liable for compensation.</u></p> <p><u>When the close relatives of directors and senior management personnel, enterprises directly or indirectly controlled by directors and senior management personnel or their close relatives, as well as related persons who have other related relationships with directors and senior management personnel, enter into contracts with the Bank or conduct transactions, the provisions of Paragraph 2 (4) of this Article shall apply.</u></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
86.	Article 184	Newly added	<p><u>Directors and senior management personnel shall comply with laws, administrative regulations, and the provisions of the Articles, and owe a duty of diligence to the Bank. In performing their duties, directors shall exercise the level of care that is reasonably expected of a manager and act in the best interests of the Bank.</u></p> <p><u>Directors and senior management personnel owe the following duties of diligence to the Bank:</u></p> <p><u>(1) they shall exercise the rights conferred by the Bank with caution, diligence, and prudence to ensure that the Bank’s business activities comply with national laws, administrative regulations, and economic policies, and do not exceed the business scope specified in the Bank’s business license;</u></p> <p><u>(2) they shall treat all shareholders fairly;</u></p> <p><u>(3) they shall stay informed about the Bank’s business operations and management;</u></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
			<p><u>(4) they shall sign written confirmations of the Bank's periodic reports to ensure the truthfulness, accuracy, and completeness of disclosed information;</u></p> <p><u>(5) they shall truthfully provide relevant information and materials to the audit committee and shall not obstruct the audit committee from exercising its functions;</u></p> <p><u>(6) they shall fulfill other duties of diligence as prescribed by laws, administrative regulations, departmental rules, and the Articles.</u></p>
87.	Former Article 223	When the director, president and other senior management personnel of the Bank acts in the name of the Bank, the effectiveness of such act against any third party acting in good faith shall not be affected by the non-compliance in terms of incumbency, election or qualification of such person.	Deleted

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No.	Article No.	Pre-revision clauses	Post-revision clauses
88.	Former Article 224	<p>Apart from the obligations provided in laws, administrative regulations, rules or relevant rules of the securities regulatory authorities where shares of the Bank are listed, the director, supervisor, president and other senior management personnel of the Bank shall also assume the following obligations towards every shareholder, when exercising their powers granted by the Bank:</p> <p>(1) not operating business beyond the business scope specified in the business license;</p> <p>(2) acting in good faith with a view to maximize the Bank's interests;</p> <p>(3) not depriving the Bank of its properties by any means, including but not limited to favorable opportunities for the Bank; and</p> <p>(4) not depriving shareholders of personal rights and interests, including but not limited to the rights of distribution and voting, except the restructuring of the Bank submitted to and approved by the general meeting of shareholders according to the Articles.</p>	Deleted

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<b>No.</b>	<b>Article No.</b>	<b>Pre-revision clauses</b>	<b>Post-revision clauses</b>
89.	Former Article 225	When exercising their rights or performing their obligations, the director, supervisor, president and other senior management personnel of the Bank shall be responsible for behaving with prudence, diligence and skills a reasonably prudent person would exercise under similar circumstances.	Deleted
90.	Former Article 226	<p>When performing their duties, the director, supervisor, president and other senior management personnel of the Bank shall observe the principle of good faith, and shall not place themselves in a position where their interest may conflict with their obligations. The principle includes but is not limited to the following obligations:</p> <p>(1) acting in good faith with a view to maximize the Bank's interests;</p> <p>(2) exercising rights within the scope of authority, without exceeding such scope;</p> <p>(3) personally exercising the discretionary power without manipulated by other persons; the discretionary power shall not be assigned to any other person, unless as approved by laws, administrative regulations, or the informed general meeting of shareholders;</p>	Deleted



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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(4) equally treating shareholders of the same class and fairly treating those of different class;</p> <p>(5) except as otherwise provided in the Articles or approved by the informed general meeting of shareholders, not to sign contracts, conduct transactions or make arrangements with the Bank;</p> <p>(6) without approval of the informed general meeting of shareholders, not to utilize the Bank's property by any means for their own interests;</p> <p>(7) not to take advantage of the position to accept bribes or other illegal income, or misappropriate the property of the Bank by any means, including but not limited to favorable opportunities for the Bank;</p> <p>(8) without approval of the general meeting of shareholders in the know, not to accept commissions related to the Bank's transactions;</p> <p>(9) observing the Articles, faithfully performing their responsibilities and protecting interests of the Bank, and not to take advantage of their position and power to seek personal interests;</p>	

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(10) without approval of the informed general meeting of shareholders, not to compete with the Bank by any means;</p> <p>(11) not to misappropriate the fund of the Bank, lend the fund of the Bank to other persons in violation of regulations, deposit the fund of the Bank in the account opened in personal name or otherwise, or utilize the assets of the Bank to provide guarantee for the personal debt of the Bank's shareholders or other persons in violation of regulations; and</p> <p>(12) without approval of the informed general meeting of shareholders, not to reveal the confidential information of the Bank gained during their term of office; unless for the interest of the Bank, not to take advantage of such information; however, in any one of the following circumstances; such information may be disclosed to the court or other governmental authorities:</p> <p>(i) provided by laws;</p> <p>(ii) required for public interests; or</p> <p>(iii) required by the director, supervisor, president and other senior management personnel for their own interests.</p>	

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No.	Article No.	Pre-revision clauses	Post-revision clauses
91.	Former Article 227	<p>The director, supervisor, president and other senior management personnel of the Bank shall not instigate the following persons or institutions (collectively “related persons”) to do anything that they are forbidden to do:</p> <p>(1) the spouse or minor children of the director, supervisor, president and other senior management personnel of the Bank;</p> <p>(2) trustees of the director, supervisor, president and other senior management personnel of the Bank and those specified in Item (1) of this Article;</p> <p>(3) partners of the director, supervisor, president and other senior management personnel of the Bank and those specified in Items (1) and (2) of this Article;</p> <p>(4) companies solely controlled by the director, supervisor, president and other senior management personnel of the Bank, or jointly controlled by them with those specified in Items (1), (2) and (3) of this Article or with other directors, supervisors, presidents and senior management personnel of the Bank; and</p> <p>(5) the director, supervisor, manager and other senior management personnel of the controlled companies specified in Item (4) of this Article.</p>	Deleted

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<b>No.</b>	<b>Article No.</b>	<b>Pre-revision clauses</b>	<b>Post-revision clauses</b>
92.	Former Article 228	The obligations of good faith of the director, supervisor, president and other senior management personnel of the Bank shall not terminate upon expiration of their term of office, and their obligations to hold the business secrets of the Bank confidential shall remain valid after the expiration of their tenures of office. The duration of other obligations shall be decided in accordance with the principle of fairness, depending on the interval between the date when an event arises and the date when they leave their post, and depending on the circumstances and conditions under which their relationship with the Bank terminates.	Deleted
93.	Former Article 230	The responsibilities borne by the director, supervisor, president and other senior management personnel of the Bank due to violation of a certain obligation may be discharged by the informed general meeting of shareholders, with exception of the circumstances specified in Article 60.	Deleted

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No.	Article No.	Pre-revision clauses	Post-revision clauses
94.	Article 189 (former Article 234)	<p>The Bank shall not, directly or indirectly, provide loans or loan guarantee for its directors, supervisors, president and other senior management personnel, nor shall it provide the same to their related persons.</p> <p>This Article shall be inapplicable to the following circumstances:</p> <p>(1) the Bank provides loans or loan guarantee for its bank subsidiaries (subsidiary companies);</p> <p>(2) pursuant to the employment contracts approved by the general meeting of shareholders, the Bank provides loans, loan guarantee or other funds for its directors, supervisors, president and other senior management personnel, to enable them to make payment for the Bank or for the expenses arising from the performance of their duties;</p> <p>(3) the Bank may provide loans or loan guarantee for its directors, supervisors, president and other senior management personnel and their related persons based on the normal commercial terms and conditions.</p>	<p>The Bank shall not, directly or indirectly, provide loans or loan guarantee for its directors, <del>supervisors</del>, president and other senior management personnel, nor shall it provide the same to their related persons.</p> <p><b><u>Subject to laws, administrative regulations and regulatory requirements, t</u></b>This Article shall be inapplicable to the following circumstances:</p> <p>(1) the Bank provides loans or loan guarantee for its bank subsidiaries (subsidiary companies);</p> <p>(2) pursuant to the employment contracts approved by the <del>general meeting of</del> <b><u>shareholders' meeting</u></b>, the Bank provides loans, loan guarantee or other funds for its directors, <del>supervisors</del>, president and other senior management personnel, to enable them to make payment for the Bank or for the expenses arising from the performance of their duties;</p> <p>(3) the Bank may provide loans or loan guarantee for its directors, <del>supervisors</del>, president and other senior management personnel and their related persons based on the normal commercial terms and conditions.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
95.	Article 195 (former Article 240)	The compensation plans for directors shall be formulated by the compensation committee under the board of directors and submitted to the general meeting of shareholders for decision after approval by the board of directors. The compensation plan for supervisors shall be drafted by the board of supervisors and submitted to the general meeting of shareholders for approval, after being adopted by the board of supervisors.	The compensation plans for directors shall be formulated by the compensation committee under the board of directors and submitted to the <del>general meeting of shareholders</del> <b>shareholders' meeting</b> for decision after approval by the board of directors. <del>The compensation plan for supervisors shall be drafted by the board of supervisors and submitted to the general meeting of shareholders for approval,</del> after being adopted by the board of supervisors.
96.	Article 196 (former Article 241)	<p>With the prior approval of the general meeting of shareholders, the Bank shall sign written contracts with its directors and supervisors in the matter of compensation. The matter of compensation includes:</p> <p>(1) compensation of directors, supervisors or senior management personnel of the Bank;</p> <p>(2) compensation of directors, supervisors or senior management personnel of bank subsidiary (subsidiary companies) of the Bank;</p> <p>(3) compensation of other services supporting the management of the Bank and its bank subsidiary (subsidiary companies); and</p> <p>(4) compensatory amounts for the loss of office or retirement of a director or supervisor.</p> <p>Except for the aforesaid contracts, the director and supervisor shall not file any lawsuit against the Bank and claim the benefits they shall obtain for the foregoing matters.</p>	<p>With the prior approval of the <del>general meeting of shareholders</del><b>shareholders' meeting</b>, the Bank shall sign written contracts with its directors <del>and supervisors</del> in the matter of compensation. The matter of compensation includes:</p> <p>(1) compensation of directors, <del>supervisors</del> or senior management personnel of the Bank;</p> <p>(2) compensation of directors, <del>supervisors</del> or senior management personnel of bank subsidiary (subsidiary companies) of the Bank;</p> <p>(3) compensation of other services supporting the management of the Bank and its bank subsidiary (subsidiary companies); and</p> <p>(4) compensatory amounts for the loss of office or retirement of a director <del>or supervisor</del>.</p> <p>Except for the aforesaid contracts, the director <del>and supervisor</del> shall not file any lawsuit against the Bank and claim the benefits they shall obtain for the foregoing matters.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter 13 Compensation System, Financial and Accounting System and Profit Distribution</b>	<b>Chapter <u>11</u><del>13</del> Compensation System, Financial and Accounting System and Profit Distribution</b>
97.	Article 212 (former Article 257)	<p>The reserve of the Bank may be used for making up losses, expanding the scale of operation or conversion into additional capital of the Bank, but capital reserve shall not be used for making up the Bank's losses.</p> <p>Where the reserve of the Bank is converted to share capital according to a resolution of the general meeting of shareholders, the Bank shall distribute new shares to its shareholders in proportion to their respective existing shareholdings, provided that where the statutory reserve is converted to capital, the balance of such reserve shall not fall below twenty-five (25%) of the Bank's registered capital before conversion.</p>	<p>The reserve of the Bank may be used for making up losses, expanding the scale of operation or conversion into additional <b><u>registered</u></b> capital of the Bank <del>but</del> <del>capital reserve shall not be used for making up the Bank's losses.</del></p> <p><b><u>To make up for the Bank's losses from the reserve, the discretionary reserve and statutory reserve should be used first; if it still cannot be made up, the capital reserve fund can be used in accordance with regulations.</u></b></p> <p>Where the reserve of the Bank is converted to share capital according to a resolution of the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>, the Bank shall distribute new shares to its shareholders in proportion to their respective existing shareholdings, provided that where the statutory reserve is converted to <b><u>additional registered</u></b> capital, the balance of such reserve shall not fall below twenty-five percent (25%) of the Bank's registered capital before conversion.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter 14 Risk Management, Internal Control and Internal Audit</b>	<b>Chapter <del>12</del><sup>14</sup> Risk Management, Internal Control and Internal Audit</b>
98.	Article 217 (former Article 262)	The Bank shall establish and improve its Enterprise Risk Management System and Internal Control System. The board of directors of the Bank takes ultimate responsibility for Enterprise Risk Management.	The Bank shall <del>establish and improve</del> <b><u>adhere to a risk-control foundation, consistently treating financial risk prevention and control as a perpetual priority, and establish and improve</u></b> its Enterprise Risk Management System and Internal Control System. The board of directors of the Bank takes ultimate responsibility for Enterprise Risk Management.
99.	Article 219 (former Article 264)	The board of directors shall be responsible for approving the internal audit charters, medium and long term audit plans, annual work plans and internal audit system; deciding on or authorizing the audit committee of the board of directors to decide on audit budget, compensation of personnel and engagement and dismissal of the key person-in-charge. The internal audit department and its person-in-charge shall be responsible and report their work to the board of directors.	The board of directors shall be responsible for approving the internal audit charters, medium and long term audit plans, annual work plans and internal audit system; deciding on or authorizing the audit committee of the board of directors to decide on audit budget <del>compensation of personnel</del> and engagement and dismissal of the key person-in-charge. The internal audit department and its person-in-charge shall be responsible and report their work to the board of directors. <b><u>In the process of supervision and inspection, the internal audit department shall be subject to the supervision and guidance of the audit committee.</u></b>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
		The senior management personnel of the Bank shall ensure and support the implementation of the Bank's internal audit system and the performance of duties by the audit personnel, provide in a timely manner the internal audit department with materials and information concerning the financial position, risk status and internal control of the Bank that are required for conducting internal audit, and shall not hinder or impede any audit activity conducted by the internal audit department within its authority.	The senior management personnel of the Bank shall ensure and support the implementation of the Bank's internal audit system and the performance of duties by the audit personnel, provide in a timely manner the internal audit department with materials and information concerning the financial position, risk status and internal control of the Bank that are required for conducting internal audit, and shall not hinder or impede any audit activity conducted by the internal audit department within its authority.
		<b>Chapter 15 Engagement of Accounting Firms</b>	<b>Chapter <u>13</u>15 Engagement of Accounting Firms</b>
100.	Article 225 (former Article 270)	<p>The decision on engaging, dismissing or not renewing the engagement of an accounting firm shall be made by the general meeting of shareholders, and reported to the securities regulatory authority of the State Council for filing.</p> <p>If the Bank is to dismiss or not to renew the engagement of an accounting firm, a notice shall be given to the accounting firm in advance, and the accounting firm shall be entitled to make a statement to the general meeting of shareholders.</p>	<p>The decision on engaging or <del>dismissing or not renewing the engagement of</del> an accounting firm shall be made by the <del>general meeting of</del> shareholders' <u>meeting</u> and reported to the securities regulatory authority of the State Council for filing.</p> <p>If the Bank is to dismiss or not to renew the engagement of an accounting firm, a notice shall be given to the accounting firm in advance, and the accounting firm shall be entitled to make a statement to <del>the general meeting of shareholders</del> <u>shareholders' meeting</u>.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>If the general meeting of shareholders plans, by passing resolutions, to recruit a non-incumbent accounting firm to fill up any vacancy of the post of accounting firm, or renew the engagement of an accounting firm engaged by the board of directors to fill up the vacancy, or dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:</p> <p>(1) the proposal on engagement or dismissal shall be sent to the accounting firm to be engaged or to leave the post or that has left the post in the relevant fiscal year before the issuance of the notice on the general meeting of shareholders.</p> <p>Leaving the post includes dismissal, resignation from the post and leaving the post after the expiration of the term of office.</p> <p>(2) if the accounting firm about to leave the post makes a written statement, and asks the Bank to inform the shareholders of its statement, unless the time of receiving the written statement is too late, the Bank shall adopt the following measures:</p> <p>a) stating in the notice issued for making resolutions that the accounting firm to leave the post has made a statement;</p> <p>b) sending the duplicate copy of the statement in the form of an attachment to the notice to shareholders in a way stipulated by the Articles.</p>	<p>If the <del>general meeting of shareholders</del> <u>shareholders' meeting</u> plans, by passing resolutions, to recruit a non-incumbent accounting firm to fill up any vacancy of the post of accounting firm, or renew the engagement of an accounting firm engaged by the board of directors to fill up the vacancy, or dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:</p> <p>(1) the proposal on engagement or dismissal shall be sent to the accounting firm to be engaged or to leave the post or that has left the post in the relevant fiscal year before the issuance of the notice on the <del>general meeting of shareholders</del> <u>shareholders' meeting</u>.</p> <p>Leaving the post includes dismissal, resignation from the post and leaving the post after the expiration of the term of office.</p> <p>(2) if the accounting firm about to leave the post makes a written statement, and asks the Bank to inform the shareholders of its statement, unless the time of receiving the written statement is too late, the Bank shall adopt the following measures:</p> <p>a) stating in the notice issued for making resolutions that the accounting firm to leave the post has made a statement;</p> <p>b) sending the duplicate copy of the statement in the form of an attachment to the notice to shareholders in a way stipulated by the Articles.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(3) If the Bank fails to send the statement of relevant accounting firm according to the above provisions of Item (2), the accounting firm may ask the statement be read at the general meeting of shareholders and make further appeal.</p> <p>(4) An accounting firm to leave the post shall be entitled to attend the following meetings:</p> <p>a) general meeting of shareholders at which its term of office shall expire;</p> <p>b) general meeting of shareholders at which the vacancy due to its dismissal is to be filled up;</p> <p>c) general meeting of shareholders convened due to its resignation from its post.</p> <p>The accounting firm to leave the post shall be entitled to receive all notices of the aforesaid meetings or other information in relation to the meetings and give speeches at the aforesaid meeting with regard to matters involving its duties as the previous accounting firm engaged by the Bank.</p>	<p>(3) If the Bank fails to send the statement of relevant accounting firm according to the above provisions of Item (2), the accounting firm may ask the statement be read at the <del>general meeting of shareholders</del> <b>shareholders' meeting</b> and make further appeal.</p> <p>(4) An accounting firm to leave the post shall be entitled to attend the following meetings:</p> <p>a) <del>general meeting of shareholders</del> <b>shareholders' meeting</b> at which its term of office shall expire;</p> <p>b) <del>general meeting of shareholders</del> <b>shareholders' meeting</b> at which the vacancy due to its dismissal is to be filled up;</p> <p>c) <del>general meeting of shareholders</del> <b>shareholders' meeting</b> convened due to its resignation from its post.</p> <p>The accounting firm to leave the post shall be entitled to receive all notices of the aforesaid meetings or other information in relation to the meetings and give speeches at the aforesaid meeting with regard to matters involving its duties as the previous accounting firm engaged by the Bank.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter 16 Information Disclosure</b>	<b>Chapter <del>14</del>16 Information Disclosure</b>
101.	Article 228	Newly added	<p><u>If the information to be disclosed by the Bank and relevant information disclosure obligors involves trade secrets or confidential business information, and its disclosure may result in unfair competition, infringement of the Bank's or others' trade secrets, or significant harm to the interests of the Bank or others, disclosure may be deferred or exempted in accordance with laws, regulations, and regulatory requirements.</u></p> <p><u>If the information to be disclosed by the Bank and relevant information disclosure obligors involves state secrets or other matters whose disclosure may violate national confidentiality regulations or management requirements, disclosure may be exempted in accordance with laws, regulations, and regulatory requirements.</u></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
102.	Article 230 (former Article 274)	<p>Directors and senior management personnel of the Bank shall sign written confirmation opinions for security issuance documents and periodic reports.</p> <p>The board of supervisors of the Bank shall review the security issuance documents and periodic reports prepared by the board of directors, and issue written review opinions. Supervisors shall sign written confirmation opinions.</p> <p>The directors, supervisors and senior management personnel of the Bank shall ensure that the Bank discloses information timely and fairly and that the information disclosed shall be true, accurate, and complete.</p> <p>If the directors, supervisors and senior management personnel of the Bank cannot guarantee the authenticity, accuracy and completeness of the security issuance documents and periodic reports or if they have objections against them, they shall state such opinion as well as the reasons leading to such opinion in the written confirmation opinions, which the Bank shall in principle disclose; if the Bank will not make such a disclosure, the directors, supervisors and senior management personnel may directly apply for disclosure.</p>	<p>Directors and senior management personnel of the Bank shall sign written confirmation opinions for security issuance documents and periodic reports.</p> <p><del>The board of supervisors of the Bank shall review the security issuance documents and periodic reports prepared by the board of directors, and issue written review opinions. Supervisors shall sign written confirmation opinions.</del></p> <p>The directors, <del>supervisors</del> and senior management personnel of the Bank shall ensure that the Bank discloses information timely and fairly and that the information disclosed shall be true, accurate, and complete.</p> <p>If the directors, <del>supervisors</del> and senior management personnel of the Bank cannot guarantee the authenticity, accuracy and completeness of the security issuance documents and periodic reports or if they have objections against them, they shall state such opinion as well as the reasons leading to such opinion in the written confirmation opinions, which the Bank shall in principle disclose; if the Bank will not make such a disclosure, the directors, <del>supervisors</del> and senior management personnel may directly apply for disclosure.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter 18 Merger, Division, Bankruptcy, Dissolution and Liquidation</b>	<b>Chapter <del>16</del>18 Merger, Division, Bankruptcy, Dissolution and Liquidation</b>
103.	Article 242 (former Article 286)	<p>In the case of a merger of the Bank, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and a detailed inventory of assets. The Bank shall inform its creditors of the intended merger within ten (10) days following the date on which the merger resolution is adopted, and make at least three (3) announcements in newspaper within thirty (30) days. The creditors shall have the right to claim full repayment of their debts or provision of a corresponding guarantee from the Bank within thirty (30) days from the date of receipt of the notice or, within forty-five (45) days from the date of the first public announcement for those who have not received the notice.</p> <p>After the merger of the Bank, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company.</p>	<p>In the case of a merger of the Bank, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and a detailed inventory of assets. The Bank shall inform its creditors of the intended merger within ten (10) days following the date on which the merger resolution is adopted, and make <del>at least three (3)</del> announcements in newspaper <b><u>or the National Enterprise Credit Information Publicity System</u></b> within thirty (30) days. The creditors shall have the right to claim full repayment of their debts or provision of a corresponding guarantee from the Bank within thirty (30) days from the date of receipt of the notice or, within forty-five (45) days from the date of the <del>first</del> public announcement for those who have not received the notice.</p> <p>After the merger of the Bank, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
104.	Article 243 (former Article 287)	<p>Where the Bank proceeds into a division, its assets shall be divided accordingly.</p> <p>In the case of a division of the Bank, the parties to the division shall enter into a division agreement and prepare a balance sheet and a detailed inventory of assets. The Bank shall inform its creditors of the intended division within ten (10) days following the date on which the division resolution is adopted, and make at least three (3) announcements in newspaper within thirty (30) days.</p> <p>The companies established as a result of the division shall assume the joint liability for the debts occurring before the division of the Bank, except when the Bank has reached a written agreement on debt settlement with the creditors before the division.</p>	<p>Where the Bank proceeds into a division, its assets shall be divided accordingly.</p> <p>In the case of a division of the Bank, the parties to the division shall enter into a division agreement and prepare a balance sheet and a detailed inventory of assets. The Bank shall inform its creditors of the intended division within ten (10) days following the date on which the division resolution is adopted, and make <del>at least three (3)</del> announcements in newspaper <b><u>or the National Enterprise Credit Information Publicity System</u></b> within thirty (30) days.</p> <p>The companies established as a result of the division shall assume the joint liability for the debts occurring before the division of the Bank, except when the Bank has reached a written agreement on debt settlement with the creditors before the division.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
105.	Article 246 (former Article 290)	<p>In the case of dissolution of the Bank under Item (1) and (5) of the preceding Article, a liquidation committee shall be formed within fifteen (15) days from the approval of the banking regulatory authority of the State Council. The members of the liquidation committee shall be determined by general meeting of shareholders through ordinary resolution.</p> <p>In the case of dissolution of the Bank under Item (3) of the preceding Article, the people's court shall, according to relevant legal provisions, organize the banking regulatory authority of the State Council, shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.</p> <p>In the case of dissolution of the Bank under Item (4) of the preceding Article, the banking regulatory authority of the State Council shall organize the shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.</p>	<p>In the case of dissolution of the Bank under Item (1) and (5) of the preceding Article, <b><u>directors are the liquidation obligors</u></b>, and a liquidation committee shall be formed within fifteen (15) days from the approval of the banking regulatory authority of the State Council. The <b><u>liquidation committee is composed of directors or</u></b> members of <del>the liquidation committee shall be</del> determined by <del>general meeting of shareholders</del> <b><u>the shareholders' meeting</u></b> through ordinary resolution.</p> <p>In the case of dissolution of the Bank under Item (3) of the preceding Article, the people's court shall, according to relevant legal provisions, organize the banking regulatory authority of the State Council, shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.</p> <p>In the case of dissolution of the Bank under Item (4) of the preceding Article, the banking regulatory authority of the State Council shall organize the shareholders, relevant departments and professionals to form a liquidation committee to carry out liquidation.</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
106.	Article 248 (former Article 292)	<p>The liquidation committee shall inform its creditors within ten (10) days following its establishment, and make at least three (3) announcements in newspaper within sixty (60) days.</p> <p>The creditors shall declare their claims to the liquidation committee within thirty (30) days from the date of receipt of the notice or, within forty-five (45) days from the date of the first public announcement for those who have not received the notice.</p> <p>The creditors shall explain matters related to their claims and provide supporting materials when declaring their claims. The liquidation committee shall register the claims.</p> <p>The liquidation committee shall not settle any debt with the creditors during the period of claim declaration.</p>	<p>The liquidation committee shall inform its creditors within ten (10) days following its establishment, and make <del>at least three</del> (3) announcements in newspaper <b>or the National Enterprise Credit Information Publicity System</b> within sixty (60) days.</p> <p>The creditors shall declare their claims to the liquidation committee within thirty (30) days from the date of receipt of the notice or, within forty-five (45) days from the date of the <del>first</del> public announcement for those who have not received the notice.</p> <p>The creditors shall explain matters related to their claims and provide supporting materials when declaring their claims. The liquidation committee shall register the claims.</p> <p>The liquidation committee shall not settle any debt with the creditors during the period of claim declaration.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
107.	Article 250 (former Article 294)	<p>After the liquidation committee has sorted the assets of the Bank and prepared a balance sheet and a detailed inventory of assets, it shall develop a liquidation plan and submit it to general meeting of shareholders or the relevant competent authority for confirmation.</p> <p>Where the assets of the Bank are sufficient to pay off the Bank's debts, such debts shall be paid off in the following order:</p> <p>(1) the liquidation expenses;</p> <p>(2) employee salary, social insurance premiums and statutory compensatory amount;</p> <p>(3) principal and interest of indemnity deposits;</p> <p>(4) outstanding taxes;</p> <p>(5) other debts of the Bank.</p> <p>The assets of the Bank shall not be distributed to shareholders before the foregoing items. The residual assets after the payment made according to the preceding paragraph shall be distributed to the shareholders in proportion to their respective shareholdings. The Bank shall not carry out any new business during the liquidation.</p>	<p>After the liquidation committee has sorted the assets of the Bank and prepared a balance sheet and a detailed inventory of assets, it shall develop a liquidation plan and submit it to <del>meeting of shareholders</del> <b>shareholders' meeting</b> or the relevant competent authority for confirmation.</p> <p>Where the assets of the Bank are sufficient to pay off the Bank's debts, such debts shall be paid off in the following order:</p> <p>(1) the liquidation expenses;</p> <p>(2) employee salary, social insurance premiums and statutory compensatory amount;</p> <p>(3) principal and interest of indemnity deposits;</p> <p>(4) outstanding taxes;</p> <p>(5) other debts of the Bank.</p> <p>The assets of the Bank shall not be distributed to shareholders before the foregoing items. The residual assets after the payment made according to the preceding paragraph shall be distributed to the shareholders in proportion to their respective shareholdings. The Bank shall not carry out any <del>new-business activities</del> <b>unrelated to the liquidation</b> during the liquidation.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
108.	Article 251 (former Article 295)	<p>In the case of liquidation as a result of dissolution of the Bank, if the liquidation committee of the Bank, having sorted the assets of the Bank and formulated the balance sheet and a detailed inventory of assets, discovers that there are insufficient assets in the Bank to pay off its debts, the committee shall, after the approval of relevant competent authorities, apply to the people's court for a declaration of bankruptcy of the Bank.</p> <p>Upon the people's court's declaration of bankruptcy of the Bank, the liquidation committee shall hand over the liquidation matters to the people's court.</p>	<p>In the case of liquidation as a result of dissolution of the Bank, if the liquidation committee of the Bank, having sorted the assets of the Bank and formulated the balance sheet and a detailed inventory of assets, discovers that there are insufficient assets in the Bank to pay off its debts, the committee shall, after the approval of relevant competent authorities, apply to the people's court for a declaration of bankruptcy <b>liquidation</b> of the Bank.</p> <p>Upon the people's court's <del>declaration</del> <b>acceptance</b> of <del>the</del> bankruptcy <b>application</b> <del>of the</del> <del>Bank</del>, the liquidation committee shall hand over the liquidation matters to <b>a bankruptcy administrator designated by</b> the people's court.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
109.	Article 252 (former Article 296)	<p>Upon the completion of liquidation, the liquidation committee shall prepare a liquidation report and an income and expenditure statement and financial account for the period of liquidation and, after they are certified by a Chinese certified public accountant, submit them to general meeting of shareholders or the relevant competent authority for confirmation.</p> <p>The liquidation committee shall, within thirty (30) days from the confirmation of relevant competent authorities, submit the above-mentioned documents to the company registration authority for de-registration of the Bank and announce the Bank's termination.</p>	<p>Upon the completion of liquidation, the liquidation committee shall prepare a liquidation report, <del>and an income and expenditure statement and financial account for the period of liquidation and</del>, after they are <del>certified by a Chinese certified public accountant</del>, submit them to <u>shareholders' meeting</u> or the relevant competent authority for confirmation, <u>and submit it to the company registration authority to apply for de-registration of the Bank.</u></p> <p><del>The liquidation committee shall, within thirty (30) days from the confirmation of relevant competent authorities, submit the above-mentioned documents to the company registration authority for cancellation of the Bank's registration and announce the Bank's termination.</del></p>

*Note:* Necessary revisions are made to the serial numbers of articles, chapters and sections and cross-references in the full text according to the additions and deletions of articles and chapter adjustments. Unless otherwise specified in the comparison table of the above-mentioned revised articles, the expressions relating to the “general meeting of shareholders” in other articles of the full text are adjusted to “shareholders’ meeting”, and the expressions relating to the “board of supervisors” or “supervisors” are deleted accordingly.

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**APPENDIX II      PROPOSAL ON REVIEWING THE RULES OF PROCEDURES  
FOR THE SHAREHOLDERS' MEETING OF INDUSTRIAL AND  
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**PROPOSAL ON REVIEWING THE RULES OF PROCEDURES FOR THE  
SHAREHOLDERS' MEETING OF INDUSTRIAL AND COMMERCIAL BANK OF  
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To All Shareholders,

In accordance with the latest laws, regulations and regulatory requirements such as the *Company Law*, *Guidelines on Articles of Association of Listed Companies*, *Rules of the Shareholders' Meeting of Listed Companies*, *Measures for the Administration of Independent Directors of Listed Companies*, and the reform requirements for the Board of Supervisors, the Bank plans to revise the *Rules of Procedures for the Shareholders' Meeting of Industrial and Commercial Bank of China Limited* and relevant revisions will be consistent with the newly revised Articles. For the specific revisions, please refer to the appendix of the proposal.

The *Proposal on Reviewing the Rules of Procedures for the Shareholders' Meeting of Industrial and Commercial Bank of China Limited (Version 2025)* was reviewed and approved by the Board of the Bank, and now it is submitted for deliberation to the Shareholders' General Meeting. Additionally, the Shareholders' General Meeting is requested to delegate the Board and agree the Board to re-delegate the chairman to make corresponding revisions to the *Rules of Procedures for the Shareholders' Meeting (Version 2025)* based on the approved Articles. The *Rules of Procedures for the Shareholders' Meeting (Version 2025)* will take effect at the same time as the revised Articles.

The above proposal is hereby submitted for deliberation.

Appendix: Comparison Table of Revisions to the *Rules of Procedures for the Shareholders' Meeting of Industrial and Commercial Bank of China Limited (Version 2025)*

Proposer: Board of Directors of Industrial and Commercial Bank of China Limited

**APPENDIX II      PROPOSAL ON REVIEWING THE RULES OF PROCEDURES  
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COMMERCIAL BANK OF CHINA LIMITED (VERSION 2025)**

Appendix:

**Comparison Table of Revisions to the *Rules of Procedures for the Shareholders' Meeting of Industrial and Commercial Bank of China Limited (Version 2025)***

No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter I General Provisions</b>	<b>Chapter I General Provisions</b>
1.	Article 1	In order to ensure that the shareholders of the Industrial and Commercial Bank of China Limited (the “Bank”) exercises powers according to the laws, guarantee the efficient and standardized operation and scientific decision-making of the general meeting of shareholders, and improve the Bank’s governance structure, the Rules is hereby formulated pursuant to the <i>Company Law of the People’s Republic of China</i> (the “Company Law”), the <i>Securities Law of the People’s Republic of China</i> (the “Securities Law”), the <i>Law of the People’s Republic of China on Commercial Banks</i> , the <i>Articles of Association of Industrial and Commercial Bank of China Limited</i> (the “Articles of Association of the Bank”) and other pertinent laws, administrative regulations and regulatory documents, and relevant provisions of the securities regulatory authority in the listing place of the Bank, taking into account the Bank’s conditions.	In order to ensure that the shareholders of the Industrial and Commercial Bank of China Limited (the “Bank”) exercises powers according to the laws, guarantee the efficient and standardized operation and scientific decision-making of the <del>general meeting of shareholders</del> <b>shareholders’ meeting</b> , and improve the Bank’s governance structure, the Rules is hereby formulated pursuant to the <i>Company Law of the People’s Republic of China</i> (the “Company Law”), the <i>Securities Law of the People’s Republic of China</i> <del>(the “Securities Law”)</del> , the <i>Law of the People’s Republic of China on Commercial Banks</i> , the <i>Articles of Association of Industrial and Commercial Bank of China Limited</i> (the “Articles of Association of the Bank”) and other pertinent laws, administrative regulations and regulatory documents, and relevant provisions of the securities regulatory authority in the listing place of the Bank, taking into account the Bank’s conditions.

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No.	Article No.	Pre-revision clauses	Post-revision clauses
2.	Article 2	The Rules shall be binding upon the Bank, all its shareholders, the Bank's directors, supervisors, senior management personnel and other non-voting attendees present at the general meeting.	The Rules shall be binding upon the Bank, all its shareholders, the Bank's directors, <del>supervisors</del> , senior management personnel and other non-voting attendees present at the <b><u>shareholders'</u></b> <del>general</del> -meeting.
3.	Article 3	The general meeting shall be convened by the board of directors of the Bank pursuant to the Company Law and other laws, administrative regulations, codes and the Rules hereof on the holding of the general meeting, except as provided otherwise. The Bank's directors shall have the obligation of good faith to the normal holding of the general meetings, and shall not obstruct the meetings from performing their powers and functions.	The <b><u>shareholders'</u></b> <del>general</del> meeting shall be convened by the board of directors of the Bank pursuant to the Company Law and other laws, administrative regulations, <del>regulatory</del> documents and the Rules hereof on the holding of the <b><u>shareholders'</u></b> <del>general</del> -meeting, except as provided otherwise. The Bank's directors shall have the obligation of <del>good faith</del> - <b><u>a duty of diligence</u></b> to the normal holding of the <del>general</del> -meetings, and shall not obstruct the <b><u>shareholders'</u></b> <del>general</del> -meetings from performing their powers and functions.

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter II Powers and Authorization of the General Meeting of Shareholders</b>	<b>Chapter II Powers and Authorization of the General Meeting of Shareholders' Meeting</b>
4.	Article 7	<p>The general meeting of shareholders is the power organ of the Bank. The general meeting of shareholders shall exercise the following duties and powers within the scope prescribed by laws, administrative regulations, rules and regulatory provisions:</p> <p>(1) deciding on the business policies and significant investment plans of the Bank;</p> <p>(2) electing, replacing and removing directors and deciding on matters concerning their compensation;</p> <p>(3) electing, replacing and removing supervisors appointed from the shareholder representatives and external supervisors, and deciding on matters concerning their compensation;</p> <p>(4) examining and approving work report of the board of directors;</p> <p>(5) examining and approving work report of the board of supervisors;</p> <p>(6) examining and approving the Bank's annual financial budget and final account proposals;</p> <p>(7) examining and approving the Bank's plans for profit distribution and loss make-up;</p>	<p>The <del>general meeting of shareholders</del> <b>shareholders' meeting</b> is the power organ of the Bank. The <del>general meeting of shareholders</del> <b>shareholders' meeting</b> shall exercise the following duties and powers within the scope prescribed by laws, administrative regulations, regulatory documents and regulatory provisions:</p> <p><del>(1) deciding on the business policies and significant investment plans of the Bank;</del></p> <p><del>(2)</del><b>(1)</b> electing, replacing and removing <b>relevant</b> directors and deciding on matters concerning their compensation;</p> <p><del>(3) electing, replacing and removing supervisors appointed from the shareholder representatives and external supervisors, and deciding on matters concerning their compensation;</del></p> <p><del>(4)</del><b>(2)</b> examining and approving work report of the board of directors;</p> <p><del>(5) examining and approving work report of the board of supervisors;</del></p> <p><del>(6)</del><b>(3)</b> examining and approving the Bank's annual financial budget and final account proposals;</p> <p><del>(7)</del><b>(4)</b> examining and approving the Bank's plans for profit distribution and loss make-up;</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(8) adopting resolutions concerning the increase or decrease of the Bank's registered capital;</p> <p>(9) adopting resolutions on merger, division, dissolution, liquidation or change of corporate form of the Bank;</p> <p>(10) adopting resolutions on plans for issuance of corporate bonds or other securities and public listing;</p> <p>(11) adopting resolutions on purchase of the shares of the Bank;</p> <p>(12) amending the Articles of the Bank, examining and approving the rules of procedures for the general meeting of shareholders, the board of directors and the board of supervisors;</p> <p>(13) adopting resolutions on the Bank's engagement or dismissal of accounting firms that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(14) examining and approving or authorizing the board of directors to approve the establishment of important legal persons, material merger and acquisition, material external investment, material assets purchase, material assets disposal and write-off, large assets mortgage and other non-commercial banking business guarantee and other matters;</p>	<p><del>(8)</del><b>(5)</b> adopting resolutions concerning the increase or decrease of the Bank's registered capital;</p> <p><del>(9)</del><b>(6)</b> adopting resolutions on merger, division, dissolution, liquidation or change of corporate form of the Bank;</p> <p><del>(10)</del><b>(7)</b> adopting resolutions on plans for issuance of corporate bonds or other securities and public listing;</p> <p><del>(11)</del><b>(8)</b> adopting resolutions on purchase of the shares of the Bank;</p> <p><del>(12)</del><b>(9)</b> amending the Articles of the Bank, examining and approving the rules of procedures for the <del>general meeting of shareholders</del> <b>shareholders' meeting and</b>, the board of directors <del>and the board of supervisors</del>;</p> <p><del>(13)</del><b>(10)</b> adopting resolutions on the Bank's engagement or dismissal of accounting firms that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p><del>(14)</del><b>(11)</b> examining and approving or authorizing the board of directors to approve the establishment <b>and adjustment</b> of important legal persons, material merger and acquisition, material external investment, material assets purchase, material assets disposal and write-off, large assets mortgage and other non-commercial banking business guarantee and other matters;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(15) examining and approving the issues regarding changing the use of proceeds;</p> <p>(16) examining and approving the equity incentive plans and employee stock ownership plan;</p> <p>(17) examining and approving proposals raised by the shareholders who individually or jointly hold more than three percent (3%) of the voting shares of the Bank;</p> <p>(18) examining and approving the related party transactions that shall be approved by the general meeting of shareholders as stipulated by laws, administrative regulations, rules and relevant regulations of the securities regulatory authority of the locality where the shares of the Bank are listed;</p> <p>(19) deciding on the issuance of preference shares; approving or authorizing the board of directors to decide on the repurchase, transfer of shares, distribution of dividends and other matters in relation to the preference shares issued by the Bank; and</p> <p>(20) examining and approving other issues that shall be approved by the general meeting of shareholders as stipulated by laws, administrative regulations, rules, regulatory provisions or the Articles of the Bank.</p>	<p><del>(15)</del><b>(12)</b> examining and approving the issues regarding changing the use of proceeds;</p> <p><del>(16)</del><b>(13)</b> examining and approving the equity incentive plans and employee stock ownership plan;</p> <p><del>(17)</del><b>(14)</b> examining and approving proposals raised by the shareholders who individually or jointly hold more than <del>three</del><b>one</b> percent (<b>13%</b>) of the voting shares of the Bank;</p> <p><del>(18)</del><b>(15)</b> examining and approving the related party transactions that shall be approved by the <del>general meeting of shareholders</del><b>shareholders' meeting</b> as stipulated by laws, administrative regulations, regulatory documents and relevant regulations of the securities regulatory authority of the locality where the shares of the Bank are listed;</p> <p><del>(19)</del><b>(16)</b> deciding on the issuance of preference shares; approving or authorizing the board of directors to decide on the repurchase, transfer of shares, distribution of dividends and other matters in relation to the preference shares issued by the Bank; and</p> <p><del>(20)</del><b>(17)</b> examining and approving other issues that shall be approved by the <del>general meeting of shareholders</del><b>shareholders' meeting</b> as stipulated by laws, administrative regulations, regulatory documents, regulatory provisions or the Articles of the Bank.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
5.	Article 8	<p>The above matters within the scope of powers of the General Meeting of Shareholders shall be discussed and decided by the General Meeting of Shareholders, but the General Meeting of Shareholders may authorize the board of directors to decide such matters under circumstances that are necessary, reasonable, legal and compliant. The content of authorization shall be clear and specific.</p> <p>For the authorization to the board of directors by the general meeting of shareholders, if matters authorized are those that shall be adopted by the general meeting of shareholders by means of general resolution as specified in the Articles of the Bank, they shall be adopted by the majority of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. If matters authorized are those that shall be adopted by the general meeting of shareholders by means of special resolution as specified in the Rules of Procedure, they shall be adopted by more than two thirds (2/3) of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.</p>	<p>The above matters within the scope of powers of the <del>general meeting</del> of <del>shareholders</del> <b><u>shareholders' meeting</u></b> shall be discussed and decided by the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>, but the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> may authorize the board of directors to decide such matters under circumstances that are necessary, reasonable, legal and compliant. The content of authorization shall be clear and specific.</p> <p>For the authorization to the board of directors by the <del>general meeting</del> of <del>shareholders</del> <b><u>shareholders' meeting</u></b>, if matters authorized are those that shall be adopted by the <del>general meeting</del> of <del>shareholders</del> <b><u>shareholders' meeting</u></b> by means of general resolution as specified in the <del>Articles</del> <b><u>Rules</u></b> of the Bank, they shall be adopted by the majority of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. If matters authorized are those that shall be adopted by the <del>general meeting</del> of <del>shareholders</del> <b><u>shareholders' meeting</u></b> by means of special resolution as specified in the Rules of Procedure, they shall be adopted by more than two thirds (2/3) of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter III Procedures for Holding of Shareholders' Meetings</b>	<b>Chapter III Procedures for Holding of Shareholders' Meetings</b>
		<b>Section I Form of the Holding of Shareholders' Meetings</b>	<b>Section I Form of the Holding of Shareholders' Meetings</b>
6.	Article 9	The general meetings are divided into annual general meetings and extraordinary general meetings.	The <u>shareholders'</u> general meetings are divided into <u>annual shareholders' general meeting (hereinafter referred to as "annual general meetings")</u> and extraordinary <del>general meetings</del> <u>shareholders' meetings</u> .
7.	Article 11	<p>In any of the following cases, the Bank shall hold an extraordinary general meeting within two (2) months upon the occurrence of such case:</p> <p>(1) The number of directors is less than two thirds (2/3) of the number of the members of the board of directors or less than the quorum;</p> <p>(2) Uncovered losses account for one third (1/3) of total paid-up capital;</p> <p>(3) Shareholders independently or jointly holding more than 10% of voting shares in the Bank (the "voting shareholders") submit written request;</p> <p>(4) The board of directors considers it necessary to hold such a meeting;</p> <p>(5) The board of supervisors proposes to hold such a meeting;</p>	<p>In any of the following cases, the Bank shall hold an extraordinary <del>general meeting</del> <u>shareholders' meeting</u> within two (2) months upon the occurrence of such case:</p> <p>(1) The number of directors is less than two thirds (2/3) of the number of the members of the board of directors or less than the quorum;</p> <p>(2) Uncovered losses account for one third (1/3) of total paid-up capital;</p> <p>(3) Shareholders independently or jointly holding more than 10% of voting shares in the Bank (the "voting shareholders") submit written request;</p> <p>(4) The board of directors considers it necessary to hold such a meeting;</p> <p>(5) The <u>audit committee</u> <del>board of supervisors</del> proposes to hold such a meeting;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(6) Other cases as provided by laws, administrative regulations, code, or the Articles of Association of the Bank and the Rules thereof.</p> <p>The number of shares held by the shareholders specified in Section (3) shall be the number of shares held on the date when the shareholders submit the written request.</p>	<p>(6) Other cases as provided by laws, administrative regulations, regulatory documents, or the Articles of Association of the Bank and the Rules thereof.</p> <p>The number of shares held by the shareholders specified in Section (3) shall be the number of shares held on the date when the shareholders submit the written request.</p>
		<b>Section II Convening of Shareholders' Meetings</b>	<b>Section II Convening of the Shareholders' Meetings</b>
8.	Article 14	<p>More than half (1/2) of the independent directors may jointly propose to the board of directors to convene an extraordinary general meeting of shareholders. For such proposal, the board of directors shall, in accordance with laws, administrative regulations, rules and the Articles of Association of the Bank, make a response in writing on whether or not it agrees to convene an extraordinary general meeting of shareholders, within ten (10) days upon receipt of such proposal.</p> <p>If the board of directors agrees, a notice shall be issued within five (5) days after the resolution of the board of directors is passed. If the board of directors refuses, it shall give an explanation and issue an announcement in accordance with relevant regulations.</p>	<p><b><u>With the consent of the majority of all independent directors,</u></b> <del>More than half (1/2) of the independent directors may jointly propose to the board of directors to convene an extraordinary general meeting of shareholders</del> <b><u>shareholders' meeting.</u></b> For such proposal, the board of directors shall, in accordance with laws, administrative regulations, regulatory documents and the Articles of Association of the Bank, make a response in writing on whether or not it agrees to convene an extraordinary <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>, within ten (10) days upon receipt of such proposal.</p> <p>If the board of directors agrees, a notice shall be issued within five (5) days after the resolution of the board of directors is passed. If the board of directors refuses, it shall give an explanation and issue an announcement in accordance with relevant regulations.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
9.	Article 15	<p>The board of supervisors shall have the right to propose to the board of directors to convene an extraordinary general meeting of shareholders. Such proposal shall be made in writing. The board of directors shall make a written response as to whether or not it agrees to convene such an extraordinary general meeting of shareholders within ten (10) days upon receipt of the proposal in accordance with laws, administrative regulations, rules and the Articles of Association of the Bank.</p> <p>If the board of directors agrees, a notice shall be issued within five (5) days after the resolution of the board of directors is passed. Changes made to the original proposal in the notice shall be approved by the board of supervisors. In case the board of directors refuses, or does not give any response within ten (10) days upon receipt of the proposal, the board of directors shall be deemed to be unable or have failed to perform its duty to convene general meeting of shareholders, and the board of supervisors may convene and preside over the meeting by itself.</p>	<p><del>The board of supervisors</del> <b><u>audit committee</u></b> shall have the right to propose to the board of directors to convene an extraordinary <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>. Such proposal shall be made in writing. The board of directors shall make a written response as to whether or not it agrees to convene such an extraordinary <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> within ten (10) days upon receipt of the proposal in accordance with laws, administrative regulations, regulatory documents and the Articles of Association of the Bank.</p> <p>If the board of directors agrees, a notice shall be issued within five (5) days after the resolution of the board of directors is passed. Changes made to the original proposal in the notice shall be approved by the <del>board of supervisors</del> <b><u>audit committee</u></b>.</p> <p>In case the board of directors refuses, or does not give any response within ten (10) days upon receipt of the proposal, the board of directors shall be deemed to be unable or have failed to perform its duty to convene the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>, and the <b><u>audit committee</u></b> <del>board of supervisors</del> may convene and preside over the meeting by itself.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
10.	Article 16	<p>Proposing shareholders shall have the right to request the board of directors to convene an extraordinary general meeting of shareholders. Such request shall be made in writing to the board of directors. The board of directors shall make a written response as to whether or not it agrees to convene such a meeting within ten (10) days upon receipt of the request in accordance with laws, administrative regulations, rules and the Articles of Association of the Bank.</p> <p>If the board of directors agrees, a notice shall be issued within five (5) days after the resolution of the board of directors is passed. Changes made to the original request shall be approved by the proposing shareholders.</p> <p>If the board of directors refuses or does not give any response within ten (10) days upon receipt of the request, the proposing shareholders shall have the right to propose to the board of supervisors to convene such an extraordinary general meeting of shareholders. Such proposal shall be made in writing. If the board of supervisors agrees, a notice shall be issued within five (5) days upon receipt of the proposal. Changes made to the original proposal shall be approved by the proposing shareholders.</p>	<p>Proposing shareholders shall have the right to request the board of directors to convene an extraordinary <del>general meeting of shareholders</del> <b>shareholders' meeting</b>. Such request shall be made in writing to the board of directors. The board of directors shall make a written response as to whether or not it agrees to convene such a meeting within ten (10) days upon receipt of the request in accordance with laws, administrative regulations, regulatory documents and the Articles of Association of the Bank.</p> <p>If the board of directors agrees, a notice shall be issued within five (5) days after the resolution of the board of directors is passed. Changes made to the original request shall be approved by the proposing shareholders.</p> <p>If the board of directors refuses or does not give any response within ten (10) days upon receipt of the request, the proposing shareholders shall have the right to propose to the <b>audit committee</b> <del>board of supervisors</del> to convene such an extraordinary <del>general meeting of shareholders</del> <b>shareholders' meeting</b>. Such proposal shall be made in writing.</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>If the board of supervisors fails to give the notice within the specified time limit, it shall be deemed to have failed to convene and preside over the meeting, in which case, shareholders who either individually or jointly hold more than ten percent (10%) shares of the Bank for more than ninety (90) consecutive days (hereinafter referred as the “convening shareholders”) shall have the right to convene and preside over the meeting by themselves.</p>	<p>If the <del>audit committee board of supervisors</del> agrees, a notice shall be issued within five (5) days upon receipt of the proposal. Changes made to the original proposal shall be approved by the proposing shareholders.</p> <p>If the <del>audit committee board of supervisors</del> fails to give the notice within the specified time limit, it shall be deemed to have failed to convene and preside over the meeting, in which case, shareholders who either individually or jointly hold more than ten percent (10%) shares of the Bank for more than ninety (90) consecutive days (hereinafter referred as the “convening shareholders”) shall have the right to convene and preside over the meeting by themselves.</p>
11.	Article 17	<p>When the board of supervisors or the convening shareholders decide to convene an extraordinary general meeting of shareholders by themselves, they shall notify the board of directors in writing, and issue a notice convening the extraordinary general meeting. The content of the notice shall comply with the following requirements and the provisions set forth in the Article 25 of the Rules:</p> <p>(1) no new content shall be added to the proposal, otherwise, the convening shareholders or the board of supervisors shall send a new notice to the board of directors for the convening of the extraordinary general meeting of shareholders according to the aforesaid procedures;</p>	<p>When the <del>audit committee board of supervisors</del> or the convening shareholders decide to convene an extraordinary <del>general meeting of shareholders</del> <u>shareholders' meeting</u> by themselves, they shall notify the board of directors in writing, and issue a notice convening the extraordinary <del>general meeting</del> <u>shareholders' meeting</u>. The content of the notice shall comply with the following requirements and the provisions set forth in the Article 25 of the Rules:</p> <p>(1) no new content shall be added to the proposal, otherwise, the convening shareholders or the <del>audit committee board of supervisors</del> shall send a new notice to the board of directors for the convening of the extraordinary <del>general meeting of shareholders</del> <u>shareholders' meeting</u> according to the aforesaid procedures;</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(2) the extraordinary general meeting of shareholders shall be held at the domicile of the Bank.</p> <p>If the board of supervisors or the convening shareholders decide to convene an extraordinary shareholders' meeting by themselves, they shall make a filing with the stock exchange, and at the same time when the notice of shareholders' meeting is issued and the resolutions of the meeting announced, submit relevant certificates to the stock exchange according to relevant regulations.</p> <p>Before the resolution of general meeting of shareholders is announced, the proportion of shares held by the convening shareholders should not be less than ten percent (10%).</p>	<p>(2) the extraordinary general <del>meeting</del> <u>of</u> <del>shareholders</del> <u>shareholders' meeting</u> shall be held at the domicile of the Bank.</p> <p>If the <u>audit committee</u> <del>board of supervisors</del> or the convening shareholders decide to convene an extraordinary shareholders' meeting by themselves, they shall make a filing with the stock exchange, and at the same time when the notice of shareholders' meeting is issued and the resolutions of the meeting announced, submit relevant certificates to the stock exchange according to relevant regulations.</p> <p>Before the resolution of the <del>general meeting of shareholders</del> <u>shareholders' meeting</u> is announced, the proportion of shares held by the convening shareholders should not be less than ten percent (10%).</p>
12.	Article 18	<p>The board of directors and the secretary of the board shall actively assist the board of supervisors or the convening shareholders in holding extraordinary general meetings of shareholders by themselves. The board of directors shall provide the register of shareholders on the record date. The register shall not be used for any purpose other than the holding of the general meeting of shareholders.</p>	<p>The board of directors and the secretary of the board shall actively assist the <u>audit committee</u> <del>board of supervisors</del> or the convening shareholders in holding extraordinary <del>general meetings of shareholders</del> <u>shareholders' meeting</u> by themselves. The board of directors shall provide the register of shareholders on the record date. The register shall not be used for any purpose other than the holding of the <del>general meeting of shareholders</del> <u>shareholders' meeting</u>.</p>
13.	Article 19	<p>The Bank shall bear the expenses arising from the holding of extraordinary general meetings of shareholders by the board of supervisors or convening shareholders.</p>	<p>The Bank shall bear the expenses arising from the holding of extraordinary <del>general meetings of shareholders</del> <u>shareholders' meeting</u> by the <u>audit committee</u> <del>board of supervisors</del> or convening shareholders.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Section III Proposals of General Meetings of Shareholders</b>	<b>Section III Proposals of <del>General Meetings of the Shareholders</del> Shareholders' Meetings</b>
14.	Article 22	The board of directors, the board of supervisors and the shareholders independently or jointly holding more than 3% of shares of the Bank shall have the right to submit proposals at the general meetings held by the Bank.	The board of directors, the <del>board of supervisors</del> <b>audit committee</b> and the shareholders independently or jointly holding more than <b>one percent (13%)</b> of shares of the Bank shall have the right to submit proposals at the <b>shareholders' general</b> <del>meeting</del> held by the Bank.
15.	Article 23	<p>Shareholders independently or jointly holding more than 3% of shares of the Bank may submit written proposals to the board of directors 10 days before holding of a general meeting. The board of directors shall issue a supplementary notice of the general meeting within two (2) days upon receipt of the proposals, and submit the interim proposals to the general meeting for review. The contents in the interim proposals shall be within the function and power scope of the general meeting of shareholders, and have clear topics and specific items to be decided. Apart from the provisions set forth in the preceding paragraph, the convener shall neither modify the proposals nor add new proposals in the notice of the general meeting after issue of the notice.</p> <p>The general meeting shall not vote or make resolutions on the proposals that are unlisted in the notice of the general meeting or inconsistent to the provisions of Article 21 hereof.</p>	<p>Shareholders independently or jointly holding more than <b>one percent (13%)</b> of shares of the Bank may submit written interim proposals to the board of directors 10 days before holding of a <b>shareholders' general</b> <del>meeting</del>. The board of directors shall issue a supplementary notice of the <b>shareholders' general</b> <del>meeting</del> within two (2) days upon receipt of the proposals, and submit the interim proposals to the <b>shareholders' general</b> <del>meeting</del> for review. The contents in the interim proposals shall be within the function and power scope of the <del>general</del> meeting of shareholders, and have clear topics and specific items to be decided.</p> <p>Apart from the provisions set forth in the preceding paragraph, the convener shall neither modify the proposals nor add new proposals in the notice of the <b>shareholders' general</b> <del>meeting</del> after issue of the notice.</p> <p>The <b>shareholders' general</b> <del>meeting</del> shall not vote or make resolutions on the proposals that are unlisted in the notice of the <b>shareholders' general</b> <del>meeting</del> or inconsistent to the provisions of Article 21 hereof.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Section V Attendance and Registration of General Meetings of Shareholders</b>	<b>Section V Attendance and Registration of the General <del>Meetings of the Shareholders</del> <u>Shareholders' Meetings</u></b>
16.	Article 34	Any blank power of attorney issued by the board of directors to shareholders for entrustment of proxies of shareholders, shall allow the shareholders to instruct proxies to cast vote in favor, against or abstain from voting, and make respective instructions on the voting of each subject matter to be discussed at the meeting. The power of attorney shall note that if any shareholders fail to make instructions, their proxy may vote according to their own will.	Any blank power of attorney issued by the board of directors to shareholders for entrustment of proxies of shareholders, shall allow the shareholders to instruct proxies to cast vote in favor, against or abstain from voting, and make respective instructions on the voting of each subject matter to be discussed at the meeting. <del>The power of attorney shall note that if any shareholders fail to make instructions, their proxy may vote according to their own will.</del>
17.	Article 39	Shareholders shall carry the stock account card, ID card or any other valid certificates that can certify their identity to attend the General Meeting. The proxies shall also present the power of attorney and the certificates that can effectively certify their identity.	Shareholders shall carry <del>the stock account card, ID card or any other valid certificates that can certify their identity to attend the</del> <u>shareholders' general meeting</u> . The proxies shall also present the power of attorney and the certificates that can effectively certify their identity.
18.	Article 42	All directors, supervisors and secretary of the board of the bank shall attend the general meeting when it is convened, and the President and other senior management personnel shall attend the meeting as nonvoting attendees.	<del>All directors, supervisors and secretary of the board of the bank shall attend the general meeting when it is convened, and the President and other senior management personnel shall attend the meeting as nonvoting attendees</del> <u>If the shareholders' meeting requests the directors and senior management personnel to attend the meeting, the directors and senior management personnel shall attend the meeting and accept the shareholders' questioning.</u>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Section VI Holding of General Meetings of Shareholders</b>	<b>Section VI Holding of General Meetings of Shareholders' Meetings</b>
19.	Article 43	The general meeting shall be convened by the board of directors, and chaired and presided by the chairperson; If the chairperson is unable to or fails to perform their responsibility, the vice chairperson shall act as the meeting chairperson. If the vice chairperson is unable to or fails to perform their responsibility, the board of directors may designate a director of the Bank to convene and preside over the meeting as the chairperson on their behalf; if no meeting chairperson is designated, the shareholders present at the meeting may elect one people to chair and preside over the meeting; if the shareholders are unable to elect the meeting chairperson for any reason, the shareholder with the most voting shares (including their proxy) shall serve as the meeting chairperson.	The <u>shareholders'</u> general meeting shall be convened by the board of directors, and chaired and presided by the chairperson.; <b><u>If</u></b> the chairperson is unable to or fails to perform their responsibility, the vice chairperson shall <b><u>preside</u></b> act as the meeting chairperson. If the vice chairperson is unable to or fails to perform their responsibility, <b><u>the meeting shall be presided over by one (1) director jointly elected by the majority of the directors.</u></b> the board of directors may designate a director of the Bank to convene and preside over the meeting as the chairperson on their behalf; if no meeting chairperson is designated, the shareholders present at the meeting may elect one people to chair and preside over the meeting; if the shareholders are unable to elect the meeting chairperson for any reason, the shareholder with the most voting shares (including their proxy) shall serve as the meeting chairperson.

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>If the general meeting is convened by the board of supervisors on its own discretion, the Chief Supervisor shall serve as the chairperson to preside over the meeting; if the Chief Supervisor is unable to or fails to perform their responsibilities, the board of supervisors may designate a supervisor of the Bank to convene the meeting and preside over the meeting as the chairperson.</p> <p>The general meeting convened by shareholders at their discretion shall be presided over by the representative recommended by the convener. If a general meeting in process is discontinued by virtue of violation of these Rules by the meeting chairperson, the meeting may elect a chairperson to continue it upon approval of the shareholders present with the majority of the voting shares.</p>	<p>If the <u>shareholders' general meeting</u> is convened by the board <del>of supervisors</del> <u>audit committee</u> on its own discretion, the <u>Chief chairperson of the audit committee</u> Supervisor shall serve <del>as the chairperson to preside over the meeting; if the</del> <u>chairperson</u> Chief Supervisor is unable to or fails to perform their responsibilities, <u>the meeting is presided over by a member of the audit committee elected jointly by the majority of the members of the audit committee.</u> <del>the board of supervisors may designate a supervisor of the Bank to convene the meeting and preside over the meeting as the chairperson.</del></p> <p>The <u>shareholders' general</u> meeting convened by shareholders at their discretion shall be presided over by the <u>conveners or their elected</u> representative <del>recommended by the convener.</del></p> <p>If a <u>shareholders' general</u> meeting in process is discontinued by virtue of violation of these Rules by the meeting chairperson, the meeting may elect a chairperson to continue it upon approval of the shareholders present with the majority of the voting shares.</p>
20.	Article 44	At the annual general meeting, the board of directors and the board of supervisors shall report to the meeting on its work performance over the past one year.	At the annual <del>general</del> meeting, the board of directors <del>and the board of supervisors</del> shall report to the meeting on its work performance over the past one year, <u>and each independent director shall also make a report on their duties.</u>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Section VII Voting, Resolutions and Minutes of the General Meeting of Shareholders</b>	<b>Section VII Voting, Resolutions and Minutes of the General Meetings of Shareholders' Meetings</b>
21.	Article 48	<p>Resolutions on the following matters shall be adopted by general resolution by the general meeting of shareholders:</p> <p>(1) business policy and significant investment plan of the Bank;</p> <p>(2) election and replacement of directors, supervisors appointed from the shareholder representatives and external supervisors, and decision on matters concerning compensation of relevant directors and supervisors;</p> <p>(3) work report of the board of directors and the board of supervisors;</p> <p>(4) annual financial budget proposal, final accounts, balance sheet, profits statement and other financial reports of the Bank;</p> <p>(5) examination and approval of changes in the way of using proceeds raised;</p> <p>(6) profit distribution and loss make-up plan of the Bank;</p> <p>(7) engagement and dismissal of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(8) matters other than those stipulated by laws, administrative regulations, rules, regulatory provisions and the Articles of the Bank that shall be adopted by special resolutions.</p>	<p>Resolutions on the following matters shall be adopted by general resolution by the <del>general meeting</del> of shareholders <b>shareholders' meeting</b>:</p> <p>(1) <del>business policy and significant investment plan of the Bank</del>;</p> <p>(2)(1) election and replacement of <b>relevant</b> directors, supervisors appointed from the shareholder representatives and external supervisors, and decision on matters concerning compensation of relevant directors and supervisors;</p> <p>(3)(2) work report of the board of directors and the board of supervisors;</p> <p>(4)(3) annual financial budget proposal, final accounts, balance sheet, profits statement and other financial reports of the Bank;</p> <p>(5)(4) examination and approval of changes in the way of using proceeds raised;</p> <p>(6)(5) profit distribution and loss make-up plan of the Bank;</p> <p>(7)(6) engagement and dismissal of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(8)(7) matters other than those stipulated by laws, administrative regulations, regulatory documents, regulatory provisions and the Articles of the Bank that shall be adopted by special resolutions.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
22.	Article 49	<p>The following items shall be adopted by the general meeting of shareholders by special resolutions:</p> <p>(1) increase or decrease of the Bank's registered capital;</p> <p>(2) merger, division, dissolution, liquidation or change of corporate form of the Bank;</p> <p>(3) issuance of corporate bonds or listing of the Bank;</p> <p>(4) purchase of the Bank's shares;</p> <p>(5) revision of the Articles of the Bank;</p> <p>(6) removal of an independent director;</p> <p>(7) examination and approval or authorization to the board of directors to approve the establishment of legal persons, material merger and acquisition, material investment, material assets disposal and material guarantee and so on;</p> <p>(8) examination and approval of the share incentive plan;</p> <p>(9) other matters stipulated by laws, administrative regulations, rules, regulatory provisions and the Articles of the Bank, or deemed by the general meeting of shareholders in a general resolution as it will have material impact on the Bank and require the adoption by a special resolution.</p>	<p>The following items shall be adopted by the <del>general meeting of shareholders</del> <b>shareholders' meeting</b> by special resolutions:</p> <p>(1) increase or decrease of the Bank's registered capital;</p> <p>(2) merger, division, dissolution, liquidation or change of corporate form of the Bank;</p> <p>(3) issuance of corporate bonds or listing of the Bank;</p> <p>(4) purchase of the Bank's shares;</p> <p>(5) revision of the Articles of the Bank;</p> <p>(6) removal of an independent director;</p> <p>(7) examination and approval or authorization to the board of directors to approve the establishment <b>and adjustment</b> of legal persons, material merger and acquisition, material investment, material assets disposal and material guarantee and so on;</p> <p>(8) examination and approval of the share incentive plan;</p> <p>(9) other matters stipulated by laws, administrative regulations, regulatory documents, regulatory provisions and the Articles of the Bank, or deemed by the <del>general meeting</del> <b>shareholders' meeting</b> in a general resolution as it will have material impact on the Bank and require the adoption by a special resolution.</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
23.	Article 56	<p>Pursuant to the Articles of Association of the Bank or the resolutions of the general meeting, the cumulative voting system can be applicable in voting on directors and supervisors at the meeting.</p> <p>The cumulative voting system herein refers to the system that every share shall represent the same number of voting rights identical to the number of directors or supervisors to be elected at the general meeting, and the shareholders are allowed to exercise the voting rights collectively.</p>	<p>Pursuant to the Articles of Association of the Bank or the resolutions of the <u>shareholders'</u> <del>general</del>-meeting, the cumulative voting system can be applicable in voting on directors <del>and supervisors</del> at the meeting. <b><u>When the shareholders' meeting elects two (2) or more independent directors, the cumulative voting system shall be implemented.</u></b></p> <p>The cumulative voting system herein refers to the system that every share shall represent the same number of voting rights identical to the number of directors <del>or supervisors</del> to be elected at the <u>shareholders'</u> <del>general</del>-meeting, and the shareholders are allowed to exercise the voting rights collectively.</p>
24.	Article 68	<p>A meeting of shareholders shall have its minutes that records the following contents:</p> <p>(1) time, place and agenda of the meeting, as well as the name of the convener;</p> <p>(2) names of the meeting chairperson and directors, supervisors, president and other senior management personnel who attend the meeting as voting or non-voting participants;</p> <p>(3) number of shareholders who attend the meeting in person or by proxy, the sum of voting shares held by such shareholders and the proportion of such shares in the Bank's total shares;</p>	<p>A meeting of shareholders shall have its minutes that records the following contents:</p> <p>(1) time, place and agenda of the meeting, as well as the name of the convener;</p> <p>(2) names of the meeting chairperson and directors, <del>supervisors</del>, president and other senior management personnel who attend the meeting as <del>voting</del> <del>or</del> non-voting participants;</p> <p>(3) number of shareholders who attend the meeting in person or by proxy, the sum of voting shares held by such shareholders and the proportion of such shares in the Bank's total shares;</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(4) review process, key points of utterance and voting result of each proposal;</p> <p>(5) inquiries, opinions and suggestions of shareholders and the corresponding answers or explanations;</p> <p>(6) name of the lawyer, teller and counting witness;</p> <p>(7) other aspects that shall be included in the minutes in accordance with the provisions of laws, administrative regulations, regulatory documents and the Articles of Association of the Bank.</p>	<p>(4) review process, key points of utterance and voting result of each proposal;</p> <p>(5) inquiries, opinions and suggestions of shareholders and the corresponding answers or explanations;</p> <p>(6) name of the lawyer, teller and counting witness;</p> <p>(7) other aspects that shall be included in the minutes in accordance with the provisions of laws, administrative regulations, regulatory documents and the Articles of Association of the Bank.</p>
25.	Article 69	The minutes of a general meeting shall be signed by the meeting chairperson and the directors present; and be kept together with the attendance register and power of attorney as the Bank's archives at the Bank's registered address.	The minutes of a <b><u>shareholders'</u></b> <del>general</del> -meeting shall be signed by <del>the meeting chairperson</del> and the directors, <b><u>the board secretary, the convener or its representatives, and the meeting chair, who are present or present as nonvoting attendees at the meeting;</u></b> and be kept together with the attendance register and power of attorney as the Bank's archives at the Bank's registered address.

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No.	Article No.	Pre-revision clauses	Post-revision clauses
26.	Article 71	<p>Any resolution of the Bank's general meeting of shareholders, if in violation of any law or administrative regulation, shall be deemed as void and invalid.</p> <p>In case the convening procedure and/or voting method of a general meeting breaches laws, administrative regulations or the Articles of Association of the Bank, or in case the contents of the meeting's resolution violate the Articles of Association of the Bank, shareholders may request the governing people's court to revoke the resolution within 60 days from the date of passing the resolution.</p> <p>When shareholders take a legal action pursuant to the above-mentioned clause, the Bank may apply to the people's court for asking shareholders to provide relevant guarantee.</p> <p>If the people's court announces the invalidity of the resolution or revokes the resolution while the Bank has gone through the change registration procedure as per the resolution of the general meeting of shareholders, the Bank shall apply to the company registration authority for cancelling its change registration.</p>	<p>Any resolution of the Bank's <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>, if in violation of any law or administrative regulation, shall be deemed as void and invalid.</p> <p>In case the convening procedure and/or voting method of a <b><u>shareholders' general meeting</u></b> breaches laws, administrative regulations or the Articles of Association of the Bank, or in case the contents of the meeting's resolution violate the Articles of Association of the Bank, shareholders may request the governing people's court to revoke the resolution within 60 days from the date of passing the resolution. <b><u>Except that, this shall not apply where there are only minor flaws in the convening procedures or voting methods of the shareholders' meeting which have no substantial impact on the resolution.</u></b></p> <p><b><u>If the board of directors, shareholders, or other relevant parties have disputes over the validity of resolutions adopted by the shareholders' meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgment or ruling such as revoking a resolution, the relevant parties shall implement the resolution of the shareholders' meeting. The Bank, directors, and senior management personnel shall earnestly perform their duties to ensure the normal operation of the Bank.</u></b></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
			<p><u>If the people's court makes a judgment or ruling on relevant matters, the Bank shall fulfill its information disclosure obligations in accordance with laws, administrative regulations, rules and regulatory requirements, fully explain the impact, and actively cooperate with the execution after the judgment or ruling takes effect. Matters involving the correction of previous issues shall be handled promptly and the corresponding information disclosure obligations shall be fulfilled.</u></p> <p><del>When shareholders take a legal action pursuant to the above-mentioned clause, the Bank may apply to the people's court for asking shareholders to provide relevant guarantee.</del></p> <p><del>If the people's court announces the invalidity of the resolution or revokes the resolution while the Bank has gone through the change registration procedure as per the resolution of the general meeting of shareholders, the Bank shall apply to the company registration authority for cancelling its change registration.</del></p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
27.	Article 73	<p>If during a general meeting, conflicts arising among the shareholders present (including shareholder proxies) on the identity of shareholders present and the counting result, cannot be resolved on the spot, for which reason the general meeting is disturbed and interrupted, the general meeting chairperson shall announce the adjournment for the time being.</p> <p>After the above-mentioned situation disappears, the general meeting chairmen shall send a notice of resumption to each of the shareholders.</p>	<p>If during a <del>general</del>—meeting, conflicts arising among the shareholders present (including shareholder proxies) on the identity of shareholders present and the counting result, cannot be resolved on the spot, for which reason the <u>shareholders'</u> <del>general</del> meeting is disturbed and interrupted, the <u>shareholders'</u> <del>general</del>—meeting chairperson shall announce the adjournment for the time being.</p> <p>After the above-mentioned situation disappears, the <u>shareholders'</u> <del>general</del>—meeting chairmen shall send a notice of resumption to each of the shareholders.</p>
		<b>Chapter V Post-meeting Matters</b>	<b>Chapter V Post-meeting Matters</b>
28.	Former Article 76	<p>If the opinions given by an independent director on specific matters at a general meeting belong to information that must be disclosed, the Bank shall publish the independent director's opinions pursuant to regulations. Where independent directors differ from each other and cannot reach an agreement, the board of directors shall separately disclose the opinions of each independent director.</p>	Deleted.

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter VI Supplementary Provisions</b>	<b>Chapter VI Supplementary Provisions</b>
29.	Article 81 (former Article 82)	These Rules shall be drafted and amended by the board of directors, and be executed after being adopted at the general meeting as evidenced by an ordinary resolution.	<u><b>The formulation and amendment of these Rules shall be submitted to the shareholders' meeting for decision</b></u> <del>These Rules shall be drafted and amended by the board of directors, and be executed after being adopted by the board of directors at general meeting as evidenced by an ordinary resolution.</del>
30.	Article 83 (former Article 84)	Unless otherwise stipulated in the Rules, the references “more than”, “within”, “at least” and “before” hereunder shall all include the number immediately following them; the references “more than”, “less than”, “below” shall exclude the number immediately following them.	Unless otherwise stipulated in the Rules, the references “more than”, <del>“with in”</del> , “at least” and “before” hereunder shall all include the number immediately following them; the references “more than”, “less than”, “below” shall exclude the number immediately following them.

*Note:* Necessary revisions are made to the serial numbers of articles in the full text according to the additions and deletions of articles. Unless otherwise specified in the comparison table of the above-mentioned revised articles, the expressions relating to the “general meeting of shareholders” in other articles of the full text are adjusted to “shareholders’ meeting”, and the expressions relating to the “board of supervisors” or “supervisors” are deleted accordingly.

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**PROPOSAL ON REVIEWING THE RULES OF PROCEDURES FOR THE  
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To All Shareholders,

In accordance with the latest laws, regulations and regulatory requirements such as the *Company Law*, *Guidelines on Articles of Association of Listed Companies*, *Measures for the Administration of Independent Directors of Listed Companies*, and the reform requirements for the Board of Supervisors, the Bank plans to revise the *Rules of Procedures for the Board of Directors of Industrial and Commercial Bank of China Limited* and relevant revisions will be consistent with the newly revised Articles. For the specific revisions, please refer to the appendix of the proposal.

The *Proposal on Reviewing the Rules of Procedures for the Board of Directors of Industrial and Commercial Bank of China Limited (Version 2025)* was reviewed and approved by the Board of the Bank, and now it is submitted for deliberation to the Shareholder's General Meeting. Additionally, the Shareholder's General Meeting is requested to delegate the Board and agree the Board to re-delegate the chairman to make corresponding revisions to the *Rules of Procedures for the Board of Directors (Version 2025)* based on the approved Articles. The *Rules of Procedures for the Board of Directors (Version 2025)* will take effect at the same time as the revised Articles.

The above proposal is hereby submitted for deliberation.

Appendix: Comparison Table of Revisions to the *Rules of Procedures for the Board of Directors of Industrial and Commercial Bank of China Limited (Version 2025)*

Proposer: Board of Directors of Industrial and Commercial Bank of China Limited

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Appendix:

**Comparison Table of Revisions to the *Rules of Procedures for the Board of Directors  
of Industrial and Commercial Bank of China Limited (Version 2025)***

No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter I General Provisions</b>	<b>Chapter I General Provisions</b>
1.	Article 1	In order to ensure the board of directors of the Industrial and Commercial Bank of China (“the Bank”) exercise powers independently and effectively in accordance with laws and regulations, guarantee the efficient and standard operation and scientific decision-making of the board, and improve the Bank’s governance structure, the Rules is hereby formulated pursuant to the <i>Company Law of the People’s Republic of China</i> (the “Company Law”), the <i>Securities Law of the People’s Republic of China</i> (the “Securities Law”), the <i>Law of the People’s Republic of China on Commercial Banks</i> , the <i>Articles of Association of the Industrial and Commercial Bank of China Limited</i> (the “Articles of Association of the Bank”) and other pertinent laws, administrative regulations and codes, taking into account the Bank’s conditions.	In order to ensure the board of directors of the Industrial and Commercial Bank of China (“the Bank”) exercise powers independently and effectively in accordance with laws and regulations, guarantee the efficient and standard operation and scientific decision-making of the board, and improve the Bank’s governance structure, the Rules is hereby formulated pursuant to the <i>Company Law of the People’s Republic of China</i> ( <del>the “Company Law”</del> ), the <i>Securities Law of the People’s Republic of China</i> — <del>(the “Securities Law”)</del> , the <i>Law of the People’s Republic of China on Commercial Banks</i> , the <i>Articles of Association of the Industrial and Commercial Bank of China Limited</i> (the “Articles of Association of the Bank”) and other pertinent laws, administrative regulations and <del>codes</del> — <b><u>rules, and relevant provisions of the securities regulatory authorities in the places where the Bank’s shares are listed,</u></b> taking into account the Bank’s conditions.

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No.	Article No.	Pre-revision clauses	Post-revision clauses
2.	Article 2	<p>The board of directors shall report to the shareholders' general meeting. The board meeting is a major method adopted by the board to discuss official business.</p> <p>Attending the board meeting is a basic way for directors to perform their responsibilities.</p>	<p>The board of directors shall report to the shareholders' <del>general</del> meeting. The board meeting is a major method adopted by the board to discuss official business.</p> <p>Attending the board meeting is a basic way for directors to perform their responsibilities.</p>
		<b>Chapter II Composition and Power of the Board of Directors</b>	<b>Chapter II Composition and Power of the Board of Directors</b>
3.	Article 3	<p>The board of directors of the Bank is composed of twelve (12) to seventeen (17) directors, depending on the decision of the shareholders' general meeting. Among the directors, independent directors shall be not less than three (3) persons, and directors from the senior management personnel shall not exceed one third of all directors. Eligible members of the Party Committee can join the board of directors through legal procedures; eligible members of the board of directors can also join the Party Committee in accordance with relevant rules and procedures.</p>	<p>The board of directors of the Bank is composed of <del>twelve</del> <b>thirteen</b> <del>(13)</del><sup>(12)</sup> to <del>seventeen</del> <b>nineteen</b> <del>(19)</del><sup>(17)</sup> directors, depending on the decision of the shareholders' <del>general</del> meeting. Among the directors, independent directors shall be not less than three persons, and directors from the senior management personnel shall not exceed one third of all directors. Eligible members of the Party Committee can join the board of directors through legal procedures; eligible members of the board of directors can also join the Party Committee in accordance with relevant rules and procedures.</p> <p><u><b>The board of directors shall include one (1) employee director, who shall be democratically elected by the Bank's employees through a Congress of Employees or other forms. Senior management personnel shall not concurrently serve as the employee director. The total number of executive directors and the employee director shall not exceed one-half (1/2) of the total number of directors of the Bank.</b></u></p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
4.	Article 4	<p>The board of directors has one (1) chairperson and one (1) vice chairperson. The chairperson and the vice chairperson shall be assumed by directors, and shall be elected or removed by the majority of the directors.</p> <p>The chairperson of the board of directors and the President of the Bank shall be separate individuals. The chairperson should not concurrently hold the position of legal representative or chief responsible officer of the controlling shareholder.</p>	<p>The board of directors has one (1) chairperson and one (1) <b><u>to two (2)</u></b> vice chairperson(s). The chairperson and the vice chairperson shall be assumed by directors, and shall be elected or removed by the majority of the directors.</p> <p>The chairperson of the board of directors and the President of the Bank shall be separate individuals. The chairperson should not concurrently hold the position of legal representative or chief responsible officer of the controlling shareholder.</p>
5.	Article 6	<p>The strategy committee shall exercise the following functions and duties:</p> <p>(1) examining plans for strategic development and material overall strategic risk events, and making suggestions in that respect to the board of directors;</p> <p>(2) examining annual financial budgets and final accounts, making suggestions in that respect to the board of directors;</p> <p>(3) examining the strategic capital allocation (such as capital structure and capital adequacy ratio) and asset-liability management targets, making suggestions in that respect to the board of directors;</p> <p>(4) preparing plans for the overall development of different kinds of financial business and making suggestions in that respect to the board of directors;</p>	<p>The strategy committee shall exercise the following functions and duties:</p> <p>(1) examining plans for strategic development and material overall strategic risk events, and making suggestions in that respect to the board of directors;</p> <p>(2) examining annual financial budgets and final accounts, making suggestions in that respect to the board of directors;</p> <p>(3) examining the strategic capital allocation (such as capital structure and capital adequacy ratio) and asset-liability management targets, making suggestions in that respect to the board of directors;</p> <p>(4) preparing plans for the overall development of different kinds of financial business and making suggestions in that respect to the board of directors;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(5) examining plans for significant restructuring and adjustments, making suggestions in that respect to the board of directors;</p> <p>(6) being responsible for examining the making of significant investment and financing plans and proposals in that respect as submitted by the management, making suggestions in that respect to the board of directors;</p> <p>(7) being responsible for examining the making of merger and acquisition plans and proposals in that respect as submitted by the management, making suggestions in that respect to the board of directors;</p> <p>(8) examining the strategic development plan of domestic and overseas branches and offices, making suggestions in that respect to the board of directors;</p> <p>(9) examining plans for strategic human resources development, making suggestions in that respect to the board of directors;</p>	<p>(5) examining plans for significant restructuring and adjustments, making suggestions in that respect to the board of directors;</p> <p>(6) being responsible for examining the making of significant investment and financing plans and proposals in that respect as submitted by the management, making suggestions in that respect to the board of directors;</p> <p>(7) being responsible for examining the making of merger and acquisition plans and proposals in that respect as submitted by the management, making suggestions in that respect to the board of directors;</p> <p>(8) examining the strategic development plan of domestic and overseas branches and offices, making suggestions in that respect to the board of directors;</p> <p>(9) examining plans for strategic human resources development, making suggestions in that respect to the board of directors;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(10) examining plans for IT development and other special strategic development plans, making suggestions in that respect to the board of directors;</p> <p>(11) examining strategic arrangements for social responsibility and annual social responsibility reports (ESG reports), and making suggestions to the board of directors;</p> <p>(12) examining and assessing whether the corporate governance structure is sound so as to ensure that the financial accounting report, risk management and internal control of the Bank meet the Bank's standards for corporate governance; and</p> <p>(13) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>(10) examining plans for the <b><u>Bank's digital finance, digital information-based development</u></b> <del>IT—development</del>, and other special strategic development plans, making suggestions in that respect to the board of directors;</p> <p>(11) examining strategic arrangements for <b><u>sustainable development</u></b> <del>social responsibility and annual social responsibility reports (ESG reports)</del>, and making suggestions to the board of directors;</p> <p>(12) examining and assessing whether the corporate governance structure is sound so as to ensure that the financial accounting report, risk management and internal control of the Bank meet the Bank's standards for corporate governance; and</p> <p>(13) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
6.	Article 7	<p>The corporate social responsibility and consumer protection committee shall exercise the following functions and duties:</p> <p>(1) listening to and reviewing the Bank's policy objectives for its performance of social responsibility in respect of environment, society, governance (ESG) and services for rural revitalization, and corporate culture development, getting briefed on the Bank's implementation of social responsibility, and reporting to the board of directors;</p> <p>(2) discussing major issues and studying policies of the Bank for the consumer protection, guiding and supervising the establishment and improvement of the management system for the consumer protection, examining the implementation of the Bank's consumer protection strategy, policies, objectives, and work reports and urging remedial actions, and making suggestions to the board of directors;</p>	<p>The corporate social responsibility and consumer protection committee shall exercise the following functions and duties:</p> <p>(1) listening to and reviewing the Bank's policy objectives <del>for its performance of social responsibility</del> in respect of <u>sustainable finance, environment, society, governance (ESG)</u> and services for rural revitalization, and <del>the Bank's corporate culture development,</del> <u>and environment, society and governance</u>, getting briefed on the Bank's implementation of social responsibility, <u>reviewing the annual sustainability report</u>, and reporting to the board of directors;</p> <p>(2) discussing major issues and studying policies of the Bank for the consumer protection, guiding and supervising the establishment and improvement of the management system for the consumer protection, examining the implementation of the Bank's consumer protection strategy, policies, objectives, and work reports and urging remedial actions, and making suggestions to the board of directors;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(3) examining the Bank's policy objectives for its green finance strategy, response to climate change and establishment of green bank and relevant matters and making suggestions to the board of directors;</p> <p>(4) examining the Bank's development strategy and planning, basic management policy, annual operational plans as well as performance assessment measures for inclusive finance business, and making suggestions to the board of directors;</p> <p>(5) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>(3) examining the Bank's policy objectives for its green finance strategy, response to climate change and establishment of green bank and relevant matters and making suggestions to the board of directors;</p> <p><b><u>(4) reviewing the Bank's policy objectives and related matters concerning technology finance and pension finance, and proposing to the board of directors;</u></b></p> <p><b><u>(5)</u></b><del>(4)</del> examining the Bank's development strategy and planning, basic management policy, annual operational plans as well as performance assessment measures for inclusive finance business, and making suggestions to the board of directors;</p> <p><b><u>(6)</u></b><del>(5)</del> other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
7.	Article 8	<p>The audit committee shall exercise the following duties and powers:</p> <p>(1) supervising the Bank's internal control system on an ongoing basis, reviewing the Bank's management rules and regulations and their implementation, and inspecting and evaluating the compliance and effectiveness of the Bank's significant business activities;</p> <p>(2) reviewing the Bank's financial information and its disclosure, reviewing major financial strategies of the Bank and their implementation, supervising the financial operation, monitoring the accuracy of financial accounting reports and the effectiveness of the implementation of financial accounting report procedures by the management;</p> <p>(3) inspecting, supervising and evaluating the Bank's internal audit work, supervising the Bank's internal audit system and its implementation, evaluating the work procedures and work effects of the internal audit department;</p>	<p>The audit committee shall exercise the following duties and powers:</p> <p>(1) <del>supervising the Bank's internal control system on an ongoing basis, reviewing the Bank's management rules and regulations and their implementation, and inspecting and evaluating the compliance and effectiveness of the Bank's significant business activities</del> <u>supervising the performance of duties by directors and senior management personnel, and proposing the dismissal of directors and senior management personnel who violate laws, administrative regulations, the Articles of Association of the Bank, or resolutions of shareholders' meetings;</u></p> <p>(2) <u>examining and supervising the Bank's financial activities,</u> reviewing the Bank's financial information and its disclosure, reviewing major financial strategies of the Bank and their implementation, supervising the financial operation, monitoring the accuracy of financial accounting reports and the effectiveness of the implementation of financial accounting report procedures by the management;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(4) proposing to engage, renew, dismiss external auditors, taking appropriate measures to supervise the work of external auditors, reviewing the reports of external auditors, and ensuring that external auditors assume corresponding responsibilities for their audit work;</p> <p>(5) supervising the Bank to ensure that the internal audit department has sufficient resources to operate, and coordinate the communication between the internal audit department and external auditors;</p> <p>(6) evaluating the mechanism for employees of the Bank to report financial accounting reports, internal control or other improper behaviors, and the mechanism for the Bank to conduct independent and fair investigations on reported matters and to take appropriate actions;</p> <p>(7) reporting its decisions and suggestions to the board of directors;</p> <p>(8) laws, administrative regulations, rules, and the regulations of the securities regulatory authority in the locality where shares of the Bank are listed and other matters authorized by the board of directors.</p>	<p><b><u>(3) continuously supervising the Bank's internal control system, reviewing the Bank's management rules and regulations as well as their implementation, and inspecting and assessing the compliance and effectiveness of the Bank's major business activities;</u></b></p> <p><del>(4)</del>(3) inspecting, supervising and evaluating the Bank's internal audit work, supervising the Bank's internal audit system and its implementation, evaluating the work procedures and work effects of the internal audit department;</p> <p><del>(5)</del>(4) proposing to engage, renew, dismiss external auditors, taking appropriate measures to supervise the work of external auditors, reviewing the reports of external auditors, and ensuring that external auditors assume corresponding responsibilities for their audit work;</p> <p><del>(6)</del>(5) supervising the Bank to ensure that the internal audit department has sufficient resources to operate, and coordinate the communication between the internal audit department and external auditors;</p>

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			<p><del>(7)</del>(6) evaluating the mechanism for employees of the Bank to report financial accounting reports, internal control or other improper behaviors, and the mechanism for the Bank to conduct independent and fair investigations on reported matters and to take appropriate actions;</p> <p><b><u>(8) requiring directors and senior management personnel to rectify any actions that harm the Bank's interests;</u></b></p> <p><b><u>(9) filing lawsuits in accordance with the law against directors and senior management personnel who violate laws, administrative regulations, or the provisions of the Articles of Association of the Bank in the performance of their duties and cause losses to the Bank;</u></b></p> <p><del>(10)</del>(7) reporting its decisions and suggestions to the board of directors;</p> <p><b><u>(11)</u></b><del>(8)</del> <b><u>duties related to the convening, proposing and holding of shareholders' meetings and board of directors' meetings as set forth in</u></b> laws, administrative regulations, — rules, — and — the regulations — of — the securities regulatory authority — in the locality where shares of the Bank are listed <b><u>regulatory provisions, and the Articles of Association of the Bank,</u></b> and other matters authorized by the board of directors.</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
8.	Article 9	<p>The risk management committee shall exercise the following functions and duties:</p> <p>(1) examining and amending risk strategies, risk management policies, risk preference, overall risk management system and internal control procedures of the Bank, supervising and assessing the implementation and effectiveness thereof according to the overall strategy of the Bank, making suggestions in that respect to the board of directors;</p> <p>(2) supervising the Bank's risk management system on an ongoing basis, supervising and assessing the establishment, organizational structure, working procedures and effects of the risk management department and making suggestions for improvement;</p> <p>(3) supervising and assessing the risk control by the senior management personnel in respect of strategy, credit, market, operation (case prevention), liquidity, compliance, reputation, information technology, interest rate in the banking book, control of country and climate risk, model risk and other new risks, and making suggestions for improving the Bank's risk management and internal control;</p>	<p>The risk management committee shall exercise the following functions and duties:</p> <p>(1) examining and amending risk strategies, risk management policies, risk preference, overall risk management system and internal control procedures of the Bank, supervising and assessing the implementation and effectiveness thereof according to the overall strategy of the Bank, making suggestions in that respect to the board of directors;</p> <p>(2) supervising the Bank's risk management system on an ongoing basis, supervising and assessing the establishment, organizational structure, working procedures and effects of the risk management department and making suggestions for improvement;</p> <p>(3) supervising and assessing the risk control by the senior management personnel in respect of strategy, credit, market, operation (case prevention), liquidity, compliance, reputation, information technology <u>and cybersecurity</u>, interest rate in the banking book, control of country and climate risk, model risk and other new risks, and making suggestions for improving the Bank's risk management and internal control;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(4) conducting regular assessments on the risk policies, risk preference and overall risk management status of the Bank, making suggestions in that respect to the board of directors; Clarifying the requirements for risk data and reports in accordance with the risk management decision-making needs, ensuring that risk reports are competent for the Bank's business models, risk profile and internal management needs, and proposing request for improvement to the senior management members when the risk data and reports cannot meet the requirements;</p> <p>(5) reviewing significant risk management affairs or transactions that are beyond the authority of the president or submitted by the president to the risk management committee for consideration, according to the authorization by the board of directors; and</p> <p>(6) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>(4) conducting regular assessments on the risk policies, risk preference and overall risk management status of the Bank, making suggestions in that respect to the board of directors; Clarifying the requirements for risk data and reports in accordance with the risk management decision-making needs, ensuring that risk reports are competent for the Bank's business models, risk profile and internal management needs, and proposing request for improvement to the senior management members when the risk data and reports cannot meet the requirements;</p> <p>(5) reviewing significant risk management affairs or transactions that are beyond the authority of the president or submitted by the president to the risk management committee for consideration, according to the authorization by the board of directors; and</p> <p>(6) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
9.	Article 10	<p>The nomination committee shall exercise the following duties and powers:</p> <p>(1) formulating standards and review procedures for the election of directors and senior management personnel, and submitting the proposed procedures and standards to the board of directors for approval;</p> <p>(2) proposing to the board of directors the candidates for directors, president and the secretary of the board of directors;</p> <p>(3) examining the candidates for senior management personnel nominated by the president, making suggestions to the board of directors;</p> <p>(4) nominating the chairpersons and members of special committees of the board of directors;</p> <p>(5) listening to development plans for senior management personnel and key reserve talents;</p> <p>(6) other matters required by laws, administrative regulations, rules, relevant regulations of securities regulatory authorities of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>The nomination committee shall exercise the following duties and powers:</p> <p>(1) formulating standards and review procedures for the election of directors and senior management personnel, and submitting the proposed procedures and standards to the board of directors for approval;</p> <p>(2) <b><u>selecting and reviewing candidates for directors and senior management personnel, as well as their qualifications</u></b> <del>proposing to the board of directors the candidates for directors, president and the secretary of the board of directors;</del></p> <p>(3) <b><u>proposing to the board of directors on the nomination or appointment or removal of directors and the appointment or dismissal of senior management personnel</u></b> <del>examining the candidates for senior management personnel nominated by the president, making suggestions to the board of directors;</del></p> <p>(4) nominating the chairpersons and members of special committees of the board of directors;</p> <p>(5) listening to development plans for senior management personnel and key reserve talents;</p> <p>(6) other matters required by laws, administrative regulations, rules, relevant regulations of securities regulatory authorities of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
10.	Article 11	<p>The compensation committee shall exercise the following duties and powers:</p> <p>(1) formulating performance evaluation rules on the duty performance by directors for the board of directors, and submitting them to the board of directors for approval; formulating and compensation plans for directors and submitting them to the board of directors for approval and then to the general meeting of shareholders for approval;</p> <p>(2) organizing evaluation of directors by the board of directors; proposing the distribution of compensation of directors, and submitting it to the general meeting of shareholders for resolution upon the approval of the board of directors;</p> <p>(3) formulating and examining evaluation measures and compensation plans for senior management personnel, evaluating the performances and acts of senior management personnel and submitting them to the board of directors for approval, and then to the general meeting of shareholders if the matter falls within the authority of the general meeting of shareholders;</p> <p>(4) other matters required by laws, administrative regulations, rules, relevant regulations of securities regulatory authorities of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>The compensation committee shall exercise the following duties and powers:</p> <p><del>(1) formulating performance evaluation rules on the duty performance by directors for the board of directors, and submitting them to the board of directors for approval; formulating and compensation plans for directors and submitting them to the board of directors for approval and then to the general meeting of shareholders for approval;</del></p> <p><del>(1)(2) organizing evaluation of directors by the board of directors;</del> <b><u>drafting and reviewing the assessment methods and compensation plans for the directors of the Bank,</u></b> proposing the distribution of compensation of directors, and submitting it to the general <del>meeting of shareholders</del> <b><u>shareholders' meeting</u></b> for resolution upon the approval of the board of directors;</p> <p><del>(2)(3) formulating and examining evaluation measures and compensation plans for senior management personnel, evaluating the performances and acts of senior management personnel and submitting them to the board of directors for approval, and then to the general meeting of shareholders</del> <b><u>proposing the compensation distribution for senior management personnel,</u></b> <del>evaluating the performances and acts of senior management personnel and submitting them to the board of directors for approval, and then to the general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> if the matter falls within the authority of the general meeting of shareholders <del>shareholders'</del> <b><u>meeting;</u></b></p>

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			(3)(4) other matters required by laws, administrative regulations, rules, relevant regulations of securities regulatory authorities of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.
11.	Article 12	<p>The related party transactions control committee shall exercise the following duties and powers:</p> <p>(1) formulating the basic policies of the related party transactions management and supervising the implementation of the same;</p> <p>(2) identifying the related parties of the Bank, and informing relevant staff of the Bank in a timely manner of the identified related parties;</p> <p>(3) approving related party transactions and other matters relevant to related party transactions as authorized by the board of directors, and accepting the filings of statistical information on related party transactions;</p> <p>(4) conducting an examination on related party transactions which are subject to the approval of the board of directors or the general meeting of shareholders, and submitting them to the board of directors or for the board of directors to submit to the general meeting of shareholders for approval;</p>	<p>The related party transactions control committee shall exercise the following duties and powers:</p> <p>(1) formulating the basic policies of the related party transactions management and supervising the implementation of the same;</p> <p><del>(2) identifying the related parties of the Bank, and informing relevant staff of the Bank in a timely manner of the identified related parties;</del></p> <p><del>(2)(3)</del> approving related party transactions and other matters relevant to related party transactions as authorized by the board of directors, and accepting the filings of statistical information on related party transactions;</p> <p><del>(3)(4)</del> conducting an examination on related party transactions which are subject to the approval of the board of directors or the <del>general meeting of shareholders</del> <b>shareholders' meeting</b>, and submitting them to the board of directors or for the board of directors to submit to the <del>general meeting of shareholders</del> <b>shareholders' meeting</b> for approval;</p>

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		<p>(5) reporting to the board of directors information on implementation of the related party transactions management system and status of related party transactions;</p> <p>(6) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p><del>(4)</del>(5) reporting to the board of directors information on implementation of the related party transactions management system and status of related party transactions;</p> <p><del>(5)</del>(6) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>
12.	Article 14	<p>The board of directors shall have an office under its leadership, which shall be responsible for preparing for general meetings of shareholders, board meetings and meetings of special committees and relevant documents, taking minutes of such meetings, assisting the board of directors in enhancing corporate governance, and for carrying out other daily matters of information disclosure, investor relations management, board and special committees.</p> <p>Personnel of the board of directors' office shall have necessary professional knowledge so as to assist the board performing its responsibilities.</p>	<p>The board of directors shall have an office under its leadership, which shall be responsible for preparing for <del>general meeting of shareholders</del> <u>shareholders' meeting</u>, board meetings and meetings of special committees and relevant documents, taking minutes of such meetings, assisting the board of directors in enhancing corporate governance and for carrying out other daily matters <del>of such as</del> information disclosure, investor relations management, board and other special committees <u>support</u>.</p> <p>Personnel of the board of directors' office shall have necessary professional knowledge so as to assist the board performing its responsibilities.</p>

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13.	Article 15	<p>The board of directors shall exercise the following functions and powers:</p> <p>(1) being responsible for convening the general meeting of shareholders and reporting its work to the general meeting of shareholders;</p> <p>(2) implementing the resolutions of the general meeting of shareholders;</p> <p>(3) deciding on the business plan and investment proposal of the Bank, formulating the development strategy and supervising its implementation;</p> <p>(4) developing the annual financial budget and final accounts of the Bank;</p> <p>(5) developing plans for profit distribution and loss make-up of the Bank;</p> <p>(6) developing plans for the increase or decrease of the Bank's registered capital and financial restructuring plan;</p> <p>(7) developing plans for merger, division, dissolution and change of corporate form;</p>	<p>The board of directors shall exercise the following functions and powers:</p> <p>(1) being responsible for convening the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b> and reporting its work to the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>;</p> <p>(2) implementing the resolutions of the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>;</p> <p>(3) deciding on the business plan and investment proposal of the Bank, formulating the development strategy and supervising its implementation;</p> <p>(4) developing the annual financial budget and final accounts of the Bank;</p> <p>(5) developing plans for profit distribution and loss make-up of the Bank;</p> <p>(6) developing plans for the increase or decrease of the Bank's registered capital and financial restructuring plan;</p> <p>(7) developing plans for merger, division, dissolution and change of corporate form;</p>

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		<p>(8) formulating the Bank’s capital plan and assuming ultimate responsibility for capital or solvency management;</p> <p>(9) developing plans for issuance of corporate bonds or other securities and public listing and capital replenishment plan;</p> <p>(10) developing plans for major acquisitions of the Bank or for the purchase of the Bank’s shares;</p> <p>(11) developing share incentive plans and employee stock ownership plans;</p> <p>(12) developing plans for revising the Articles of the Bank, formulating rules of procedure for the general meeting of shareholders and the board of directors, examining and approving the working rules for the special committees of the board of directors and working rules for the president;</p> <p>(13) approving issues regarding the establishment of important legal person institutions within the scope of authorization by the general meeting of shareholders;</p>	<p>(8) formulating the Bank’s capital plan and assuming ultimate responsibility for capital or solvency management;</p> <p>(9) developing plans for issuance of corporate bonds or other securities and public listing and capital replenishment plan;</p> <p>(10) developing plans for major acquisitions of the Bank or for the purchase of the Bank’s shares;</p> <p>(11) developing share incentive plans and employee stock ownership plans;</p> <p>(12) developing plans for revising the Articles of the Bank, developing rules of procedure for the <del>general meeting of shareholders</del> <b>shareholders’ meeting</b> and the board of directors, examining and approving the working rules for the special committees of the board of directors and <b>working regulations for the senior management</b> <del>rules for the president</del>;</p> <p>(13) approving issues regarding the establishment <b>and adjustment</b> of important legal person institutions within the scope of authorization by the <del>general meeting of shareholders</del> <b>shareholders’ meeting</b>;</p>



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		<p>(14) reviewing and approving the Bank's material merger and acquisition, material external investment, material asset purchase, assets disposal and write-off, material asset mortgage and other non-commercial banking business, guarantee, material external donations and data governance, and so on, in accordance with laws and regulations, regulatory provisions and the Articles of the Bank, within the scope of authorization by the general meeting of shareholders;</p> <p>(15) engaging or dismissing president and the secretary of the board of directors, and deciding on their compensation, bonus and penalty issues; according to nomination by the nomination committee, determining chairpersons and members of special committees of the board of directors;</p> <p>(16) engaging or dismissing vice president and other senior management personnel (except the secretary of the board of directors) who shall be engaged or dismissed by the board of directors under relevant laws according to the nomination of the president and deciding on their compensation, bonus and penalty issues;</p>	<p>(14) reviewing and approving the Bank's material merger and acquisition, material external investment, material asset purchase, assets disposal and write-off, material asset mortgage and other non-commercial banking business, guarantee, material external donations and data governance, and so on, in accordance with laws and regulations, regulatory provisions and the Articles of the Bank, within the scope of authorization by the <del>general meeting</del> of <del>shareholders</del> <b>shareholders' meeting</b>;</p> <p>(15) engaging or dismissing president and the secretary of the board of directors, and deciding on their compensation, bonus and penalty issues; according to nomination by the nomination committee, determining chairpersons and members of special committees of the board of directors;</p> <p>(16) engaging or dismissing vice president and other senior management personnel (except the secretary of the board of directors) who shall be engaged or dismissed by the board of directors under relevant laws according to the nomination of the president and deciding on their compensation, bonus and penalty issues;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(17) formulating policies and basic management systems of the Bank, such as risk tolerance, risk management and internal control system, and supervising the implementation of such systems, and taking ultimate responsibility for Enterprise Risk Management;</p> <p>(18) deciding on the establishment of domestic tier-one branches, branches and business institutions directly under the head office, and overseas business institutions;</p> <p>(19) approving the internal audit rules, medium and long term audit plans, annual work plans and internal audit system; deciding on or authorizing the audit committee of the board of directors to decide on audit budget, compensation of personnel and engagement and dismissal of the principals;</p> <p>(20) formulating and implementing throughout the Bank clearly defined responsibility system and accountability system; regularly evaluating and improving corporate governance of the Bank;</p> <p>(21) being responsible for the Bank's information disclosure, and taking the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of financial accounting reports;</p>	<p>(17) formulating policies and basic management systems of the Bank, such as risk tolerance, risk management and internal control system, and supervising the implementation of such systems, and taking ultimate responsibility for Enterprise Risk Management;</p> <p>(18) deciding on the establishment of domestic tier-one branches, branches and business institutions directly under the head office, and overseas business institutions;</p> <p>(19) approving the internal audit rules, medium and long term audit plans, annual work plans and internal audit system; deciding on or authorizing the audit committee of the board of directors to decide on audit budget,<del>—compensation—of personnel—</del>and engagement and dismissal of the principals;</p> <p>(20) formulating and implementing throughout the Bank clearly defined responsibility system and accountability system; regularly evaluating and improving corporate governance of the Bank;</p> <p>(21) being responsible for the Bank's information disclosure, and taking the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of financial accounting reports;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(22) submitting to the general meeting of shareholders the engagement or dismissal of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(23) formulating related party transaction management system, examining and approving or authorizing the related party transaction control committee to approve related party transactions (except for those related party transactions that shall be examined and approved by a general meeting of shareholders in accordance with laws); making special report to the general meeting of shareholders on the implementation of related party transaction management system and the status of related party transactions;</p> <p>(24) examining and approving proposals put forth by special committees;</p> <p>(25) according to relevant regulatory requirements, listening to the work report made by the president and other senior management personnel of the Bank so as to ensure the directors obtain sufficient information in a timely manner in relation to performance of their duties; supervising and ensuring the president and other senior management personnel to perform their management duties effectively;</p>	<p>(22) submitting to the <del>general meeting of shareholders</del> <b>shareholders' meeting</b> the engagement or dismissal of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(23) formulating related party transaction management system, examining and approving or authorizing the related party transaction control committee to approve related party transactions (except for those related party transactions that shall be examined and approved by <del>general meeting of shareholders</del> <b>the shareholders' meeting</b> in accordance with laws); making special report to the <del>general meeting of shareholders</del> <b>shareholders' meeting</b> on the implementation of related party transaction management system and the status of related party transactions;</p> <p>(24) examining and approving proposals put forth by special committees;</p> <p>(25) according to relevant regulatory requirements, listening to the work report made by the president and other senior management personnel of the Bank so as to ensure the directors obtain sufficient information in a timely manner in relation to performance of their duties; supervising and ensuring the president and other senior management personnel to perform their management duties effectively;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(26) reviewing the Bank’s policy objectives and related matters for fulfilling social responsibilities in areas such as environment, society and governance (ESG);</p> <p>(27) reviewing the Bank’s green finance strategy and policy objectives for climate risk management and related matters;</p> <p>(28) reviewing the Bank’s development strategy planning, basic management policy, annual operational plan as well as appraisal and assessment measures, among others, for inclusive finance business;</p> <p>(29) deciding on the Bank’s consumer protection strategy, policies and objectives, safeguarding the lawful rights and interests of financial consumers and other stakeholders;</p> <p>(30) establishing a mechanism to identify, review and manage the conflicts of interest between the Bank and the shareholders, especially the substantial shareholders;</p> <p>(31) being responsible for the management of shareholders’ affairs;</p>	<p>(26) reviewing the Bank’s policy objectives and related matters for <del>fulfilling social responsibilities</del> in <del>areas</del> such as <b>sustainable development</b>, <del>environment</del>, society and governance <del>(ESG)</del>;</p> <p>(27) reviewing the Bank’s green finance strategy and policy objectives for climate risk management and related matters;</p> <p>(28) reviewing the Bank’s development strategy planning, basic management policy, annual operational plan as well as appraisal and assessment measures, among others, for inclusive finance business;</p> <p>(29) deciding on the Bank’s consumer protection strategy, policies and objectives, safeguarding the lawful rights and interests of financial consumers and other stakeholders;</p> <p>(30) establishing a mechanism to identify, review and manage the conflicts of interest between the Bank and the shareholders, especially the substantial shareholders;</p> <p>(31) being responsible for the management of shareholders’ affairs;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(32) establishing and implementing an accountability system for the performance of duties of the senior management members, and clarify the specific ways to investigate and hold persons concerned accountable for dereliction of duty and improper performance of duties;</p> <p>(33) assuming the ultimate responsibility for consolidated management, formulating the overall strategic policy of the Bank's consolidated management, examining and approving the basic systems and measures for consolidated management, and establishing a regular review and evaluation mechanism for consolidated management;</p> <p>(34) exercising other functions and powers vested by laws, administrative regulations, rules, regulatory provisions or the Articles of the Bank as well as authorized by the general meeting of shareholders.</p>	<p>(32) establishing and implementing an accountability system for the performance of duties of the senior management members, and clarify the specific ways to investigate and hold persons concerned accountable for dereliction of duty and improper performance of duties;</p> <p>(33) assuming the ultimate responsibility for consolidated management, formulating the overall strategic policy of the Bank's consolidated management, examining and approving the basic systems and measures for consolidated management, and establishing a regular review and evaluation mechanism for consolidated management;</p> <p>(34) exercising other functions and powers vested by laws, administrative regulations, rules, regulatory provisions or the Articles of the Bank as well as authorized by the <del>general meeting of shareholders</del> <b><u>shareholders' meeting</u></b>.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
14.	Article 21	The board of directors shall check and approve the strategic objectives and value standards of the Bank, supervise the implementation of the development strategies, and regularly review these strategies to ensure they are in line with the operational condition and market environment. Party Committee research and discussion as preliminary procedure shall be performed before the board of directors or senior management decide on material operational management matters of the Bank.	The board of directors shall <b><u>uphold and improve its core responsibilities of “setting strategies, making decisions, and managing risks”</u></b> , check and approve the strategic objectives and value standards of the Bank, supervise the implementation of the development strategies, and regularly review these strategies to ensure they are in line with the operational condition and market environment. Party Committee research and discussion as preliminary procedure shall be performed before the board of directors or senior management decide on material operational management matters of the Bank.
15.	Former Article 25	In case it is necessary to remove the President, the board of directors shall report, in a timely manner, to and submit a written explanation to the board of supervisors.	Deleted
16.	Article 25 (former Article 26)	The board of directors shall be subject to the supervision by the board of supervisors, and shall not thwart or obstruct the board of supervisors from conducting inspection, audit and other activities according to its duties.	The board of directors shall be subject to the supervision by the <del>board of supervisors</del> <b><u>audit committee</u></b> , and shall not <del>thwart or obstruct</del> the <b><u>audit committee</u></b> <del>board of supervisors</del> from conducting inspection, audit and other activities according to its duties.

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter III Procedures for Holding of Board Meetings</b>	<b>Chapter III Procedures for Holding of Board Meetings</b>
		<b>Section I Methods of Holding Board Meetings</b>	<b>Section I Methods of Holding Board Meetings</b>
17.	Article 28 (former Article 29)	The board of directors shall hold four (4) regular meetings every year, once a quarter in principle.	The board of directors shall hold <b>at least</b> four regular meetings every year, once a quarter in principle.
18.	Article 30 (former Article 31)	<p>The chairperson of the board of directors shall convene and preside over the extraordinary board meeting within ten (10) days in one of the following circumstances:</p> <p>(1) when shareholders representing more than ten percent (10%) of the voting shares propose to do so;</p> <p>(2) when the chairperson of the board of directors considers it necessary;</p> <p>(3) when more than one third (1/3) of the directors propose to do so;</p> <p>(4) when more than two (2) independent directors propose to do so;</p> <p>(5) when the board of supervisors proposes to do so;</p> <p>(6) when the president of the Bank proposes to do so.</p>	<p>The chairperson of the board of directors shall convene and preside over the extraordinary board meeting within ten (10) days in one of the following circumstances:</p> <p>(1) when shareholders representing more than ten percent (10%) of the voting shares propose to do so;</p> <p>(2) when the chairperson of the board of directors considers it necessary;</p> <p>(3) when more than one third (1/3) of the directors propose to do so;</p> <p>(4) when more than two (2) independent directors propose to do so;</p> <p>(5) when the <del>board—of supervisors</del><b>audit committee</b> proposes to do so;</p> <p>(6) when the president of the Bank proposes to do so.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Section II Presentation and Collection of Meeting Proposals</b>	<b>Section II Presentation and Collection of Meeting Proposals</b>
19.	Article 32 (former Article 33)	<p>The following persons or organizations may submit proposals to the board of directors:</p> <p>(1) shareholders representing more than ten percent (10%) of the voting shares;</p> <p>(2) the chairperson of the board of directors;</p> <p>(3) more than one third (1/3) of the directors;</p> <p>(4) more than two (2) independent directors;</p> <p>(5) special committee of the board of directors;</p> <p>(6) the board of supervisors;</p> <p>(7) the president of the Bank.</p>	<p>The following persons or organizations may submit proposals to the board of directors:</p> <p>(1) shareholders representing more than ten percent (10%) of the voting shares;</p> <p>(2) the chairperson of the board of directors;</p> <p>(3) more than one third (1/3) of the directors;</p> <p>(4) more than two (2) independent directors;</p> <p>(5) special committee of the board of directors;</p> <p><del>(6) the board of supervisors;</del></p> <p><u>(6)</u><del>(7)</del> the president of the Bank.</p>
		<b>Section III Meeting Notice and Communication before Meeting</b>	<b>Section III Meeting Notice and Communication before Meeting</b>
20.	Article 36 (former Article 37)	<p>To hold a regular or an interim board meeting, the office of the board of directors shall send a written notice with its seal fourteen (14) days' or seven (7) days prior to the meeting to all directors, supervisors, the President and the secretary of the board personally, or by fax, email or other means. If the notice is served not personally, confirmation is required.</p> <p>If an interim board meeting is needed under urgent circumstances, the convener may issue the meeting notice orally or by telephone, without being subject to the above restrictions, in which case the convener shall give an explanation at the meeting.</p>	<p>To hold a regular or an interim board meeting, the office of the board of directors shall send a written notice with its seal fourteen (14) days' or seven (7) days prior to the meeting to all directors, <del>supervisors</del>, the President and the secretary of the board personally, or by fax, email or other means. If the notice is served not personally, confirmation is required.</p> <p>If an interim board meeting is needed under urgent circumstances, the convener may issue the meeting notice orally or by telephone, without being subject to the above restrictions, in which case the convener shall give an explanation at the meeting.</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Section IV Attendance at the Meeting</b>	<b>Section IV Attendance at the Meeting</b>
21.	Article 43 (former Article 44)	<p>The board meeting shall not be held until the majority of the directors are present. With respect to the proposal to be discussed in which some directors have substantial interest, the board meeting shall not be held until the majority of the directors without substantial interest therein are present. Whether directors have substantial interest in the proposal to be discussed shall be determined by the board of directors according to the laws, administrative regulations, codes, relevant provisions of the securities regulatory authority and stock exchange in the listing place of the Bank and the Articles of Association of the Bank.</p> <p>Supervisors may attend board meetings as non-voting attendees. The chairperson, if considering necessary, may invite other relevant personnel to attend board meetings as non-voting attendees. Non-voting attendees shall, upon the agreement of chairperson, have the right to express their comments or make explanations on relevant items, but have no right of voting.</p>	<p>The board meeting shall not be held until the majority of the directors are present. With respect to the proposal to be discussed in which some directors have substantial interest, the board meeting shall not be held until the majority of the directors without substantial interest therein are present. Whether directors have substantial interest in the proposal to be discussed shall be determined by the board of directors according to the laws, administrative regulations, codes, relevant provisions of the securities regulatory authority and stock exchange in the listing place of the Bank and the Articles of Association of the Bank.</p> <p><del>Supervisors may attend board meetings as non-voting attendees.</del>The chairperson, if considering necessary, may invite other relevant personnel to attend board meetings as non-voting attendees. Non-voting attendees shall, upon the agreement of chairperson, have the right to express their comments or make explanations on relevant items, but have no right of voting.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
22.	Article 44 (former Article 45)	<p>In principle, directors shall attend board meetings personally. If directors are unable to attend a board meeting in person for certain reasons, they shall review the meeting documents in advance, form pronounced opinions, and entrust in written other directors to attend the meeting on their behalf. The power of attorney shall include the following contents:</p> <p>(1) the names of the entrustor and the proxy;</p> <p>(2) the entrustor's brief opinion on each proposal;</p> <p>(3) the scope of authorization of the entrustor, the instructions on the voting intention of the proposal, and the effective date;</p> <p>(4) the signature and date of the entrustor;</p> <p>If other directors are entrusted to sign written confirmation opinions on the periodic report on their behalf, special authorization shall be given in the power of attorney.</p> <p>The entrusted director shall submit a written power of attorney to the chairperson of the meeting.</p>	<p>In principle, directors shall attend board meetings personally. If directors are unable to attend a board meeting in person for certain reasons, they shall review the meeting documents in advance, form pronounced opinions, and entrust in written other directors to attend the meeting on their behalf. The power of attorney shall include the following contents:</p> <p>(1) the names of the entrustor and the proxy;</p> <p>(2) the entrustor's brief opinion on each proposal;</p> <p>(3) the scope of authorization of the entrustor, the instructions on the voting intention of the proposal, and the effective date;</p> <p>(4) the signature and date of the entrustor;</p> <p><b><u>Directors shall not entrust others</u></b> <del>If directors are entrusted</del> to sign written confirmation opinions on the periodic report on their behalf, <del>special authorization shall be given in the power of attorney.</del></p> <p>The entrusted director shall submit a written power of attorney to the chairperson of the meeting.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		Directors attending the meeting on another director's behalf shall exercise the rights of the director within the scope of authorization. If directors do not attend a meeting of the board of directors and do not entrust a representative to attend, they shall be deemed to have waived his right to vote at the meeting.	Directors attending the meeting on another director's behalf shall exercise the rights of the director within the scope of authorization. If directors do not attend a meeting of the board of directors and do not entrust a representative to attend, they shall be deemed to have waived his right to vote at the meeting.
		<b>Section V Holding of Meetings</b>	<b>Section V Holding of Meetings</b>
23.	Article 48 (former Article 49)	<p>The board meeting shall be convened and presided by the chairperson.</p> <p>If the chairperson is unable to or refuses to perform their responsibility of convening and presiding over a board meeting, they may entrust the vice chairperson to convene and preside over the meeting. If the vice chairperson is unable to or refuses to perform their responsibility of convening and presiding over the board meeting either, the meeting shall be convened and presided by a director appointed by more than half (1/2) of all directors.</p>	<p>The board meeting shall be convened and presided by the chairperson.</p> <p>If the chairperson is unable to or refuses to perform their responsibility of convening and presiding over a board meeting, they may entrust the vice chairperson to convene and preside over the meeting. If the vice chairperson is unable to or refuses to perform their responsibility of convening and presiding over the board meeting either, the meeting shall be convened and presided by a director appointed by <del>more than half (1/2)</del> <b>the majority</b> of all directors.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
24.	Article 52 (former Article 53)	<p>The meeting chairperson shall request the directors present to raise pronounced opinions on each proposal.</p> <p>With respect to the proposal that shall be approved by independent directors in advance according to the laws, administrative regulations, codes, and provisions of the securities regulatory authority or stock exchange in the listing place of the Bank, the chairperson shall read out the written confirmation of independent directors before discussion of relevant proposals.</p> <p>Directors are entitled to express opinions on each proposal. Other persons requesting speech at the meeting shall seek for approval of the chairperson. In any circumstance that may obstruct the meeting from being held smoothly or influence directors' speech, the chairperson shall put an end to it in a timely manner.</p> <p>Except as approved unanimously by all directors present, the board meeting shall not vote on any proposal that is not included in the meeting notice. Directors entrusted by other director to attend the meeting shall not vote on the proposal beyond the meeting notice on their behalf.</p>	<p>The meeting chairperson shall request the directors present to raise pronounced opinions on each proposal.</p> <p>With respect to the proposal that shall <b>be approved by the majority of all</b> independent directors <del>in advance</del> according to the laws, administrative regulations, codes, and provisions of the securities regulatory authority or stock exchange in the listing place of the Bank, the chairperson shall <del>read out</del> <b>state the relevant circumstances</b> <del>the written confirmation of independent directors</del> before discussion of relevant proposals.</p> <p>Directors are entitled to express opinions on each proposal. Other persons requesting speech at the meeting shall seek for approval of the chairperson. In any circumstance that may obstruct the meeting from being held smoothly or influence directors' speech, the chairperson shall put an end to it in a timely manner.</p> <p>Except as approved unanimously by all directors present, the board meeting shall not vote on any proposal that is not included in the meeting notice. Directors entrusted by other director to attend the meeting shall not vote on the proposal beyond the meeting notice on their behalf.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
25.	Article 53 (former Article 54)	<p>Independent directors shall give objective, impartial and independent opinions on the matters discussed at the board meeting of the Bank, especially shall address their opinions to the board meeting on the following matters:</p> <p>(1) significant related party transactions;</p> <p>(2) profit distribution plan;</p> <p>(3) appointment and dismissal of senior management personnel;</p> <p>(4) matters deemed by independent director as such that may cause significant loss to the Bank;</p> <p>(5) nomination and dismissal of directors;</p> <p>(6) compensations of directors and senior management personnel;</p> <p>(7) engagement or dismissal of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(8) other matters that may have a significant impact on the lawful rights and interests of the Bank, minority shareholders and financial consumers;</p>	<p>Independent directors shall give objective, impartial and independent opinions on the matters discussed at the board meeting of the Bank, especially shall address their opinions to the board meeting on the following matters:</p> <p>(1) significant related party transactions;</p> <p>(2) profit distribution plan;</p> <p>(3) appointment and dismissal of senior management personnel;</p> <p><del>(4) matters deemed by independent director as such that may cause significant loss to the Bank;</del></p> <p><del>(4)(5)</del> nomination and dismissal of directors;</p> <p><del>(5)(6)</del> compensations of directors and senior management personnel;</p> <p><del>(6)(7)</del> engagement or dismissal of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p><del>(7)(8)</del> other matters that may have a significant impact on the lawful rights and interests of the Bank, minority shareholders and financial consumers;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(9) other matters as stipulated by laws, administrative regulations, rules, relevant regulations of securities regulatory authorities of the locality where the shares of the Bank are listed and the stock exchange, and the Articles of the Bank.</p> <p>Independent directors shall expressly express the following opinions on the above matters:</p> <p>(1) consent;</p> <p>(2) reservation opinion and its reasons;</p> <p>(3) objection opinion and its reasons;</p> <p>(4) inability to express opinions and their obstacles.</p>	<p><del>(8)(9)</del> other matters as stipulated by laws, administrative regulations, rules, relevant regulations of securities regulatory authorities of the locality where the shares of the Bank are listed and the stock exchange, and the Articles of the Bank.</p> <p>Independent directors shall expressly express the following opinions on the above matters:</p> <p>(1) consent;</p> <p>(2) reservation opinion and its reasons;</p> <p>(3) objection opinion and its reasons;</p> <p>(4) inability to express opinions and their obstacles.</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Section VI Voting, Resolutions and Minutes</b>	<b>Section VI Voting, Resolutions and Minutes</b>
26.	Article 57 (former Article 58)	<p>Resolution of the board of directors shall be approved and adopted by the majority of all directors, but for the following matters, the resolution shall be approved and adopted by more than two thirds (2/3) of all directors, and the board meeting should not be held by adoption of written resolutions:</p> <p>(1) formulating the annual financial budget and final accounts of the Bank;</p> <p>(2) profit distribution plans or deficiency coverage plans;</p> <p>(3) capital replenishment plan;</p> <p>(4) plans for the increase or decrease of registered capital;</p> <p>(5) plans for merger, division, dissolution and change of corporate form;</p> <p>(6) plans for issuance of corporate bonds or other securities and public listing;</p> <p>(7) plans for purchase of the shares of the Bank;</p> <p>(8) amendments to the Articles of the Bank;</p>	<p>Resolution of the board of directors shall be approved and adopted by the majority of all directors, but for the following matters, the resolution shall be approved and adopted by more than two thirds (2/3) of all directors, and the board meeting should not be held by adoption of written resolutions:</p> <p>(1) developing the annual financial budget and final accounts of the Bank;</p> <p>(2) profit distribution plans or deficiency coverage plans;</p> <p>(3) capital replenishment plan;</p> <p>(4) plans for the increase or decrease of registered capital;</p> <p>(5) plans for merger, division, dissolution and change of corporate form;</p> <p>(6) plans for issuance of corporate bonds or other securities and public listing;</p> <p>(7) plans for purchase of the shares of the Bank;</p> <p>(8) amendments to the Articles of the Bank;</p>

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No.	Article No.	Pre-revision clauses	Post-revision clauses
		<p>(9) establishment of a legal persons, material merger and acquisition, material investment and material assets disposal and material guarantee matters and so on;</p> <p>(10) financial restructuring;</p> <p>(11) compensation plans for directors or senior management personnel;</p> <p>(12) appointing or dismissing senior management personnel of the Bank who shall be appointed or dismissed by the board of directors under relevant laws, deciding on their compensation, bonus and penalty matters; appointing chairpersons and members of special committees of the board of directors;</p> <p>(13) submitting to the general meeting of shareholders the engagement or dismissal of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(14) such other matters whereby the majority of all directors consider will have a material adverse effect on the Bank and shall be approved and adopted by more than two thirds (2/3) of all directors.</p>	<p>(9) establishment <u>and adjustment</u> of a legal persons, material merger and acquisition, material investment and material assets disposal and material guarantee matters and so on;</p> <p>(10) financial restructuring;</p> <p>(11) compensation plans for directors or senior management personnel;</p> <p>(12) appointing or dismissing senior management personnel of the Bank who shall be appointed or dismissed by the board of directors under relevant laws, deciding on their compensation, bonus and penalty matters; appointing chairpersons and members of special committees of the board of directors;</p> <p>(13) submitting to the <del>general meeting of shareholders</del> <u>shareholders' meeting</u> the engagement or dismissal of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</p> <p>(14) such other matters whereby the majority of all directors consider will have a material adverse effect on the Bank and shall be approved and adopted by more than two thirds (2/3) of all directors.</p>



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No.	Article No.	Pre-revision clauses	Post-revision clauses
27.	Article 58 (former Article 59)	<p>If any directors or their connected persons (as defined in the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i>) have any interest in any matters to be decided by the board of directors, the directors shall avoid in the review of such matters at the board meeting, and not vote on such matters in their names or on behalf of other directors; the director will not be included in the quorum of the meeting. The above-mentioned rule shall not apply if laws, administrative regulations, regulatory documents or relevant regulations of the securities regulatory bodies of the listing place otherwise provide otherwise.</p> <p>When the directors present at the board meeting and having no major interest are less than three (3) persons, the board shall submit in time relevant proposal to the shareholders' general meeting for discussion. The board shall state its review of the proposal and record opinions of the directors having no major interest.</p> <p>Any resolution should be adopted at the foresaid board meeting when the majority of the directors having no major interest are in favor.</p>	<p>If any directors or any of their connected persons (as defined in the <i>Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited</i>) have any interest in any matters to be decided by the board of directors, the directors shall avoid in the review of such matters at the board meeting, and not vote on such matters in their names or on behalf of other directors; the director will not be included in the quorum of the meeting. The above-mentioned rule shall not apply if laws, administrative regulations, regulatory documents or relevant regulations of the securities regulatory bodies of the listing place otherwise provide otherwise.</p> <p>When the directors present at the board meeting and having no major interest are less than three (3) persons, the board shall submit in time relevant proposal to the shareholders' <del>general</del> meeting for discussion. The board shall state its review of the proposal and record opinions of the directors having no major interest.</p> <p>Any resolution should be adopted at the foresaid board meeting when the majority of the directors having no major interest are in favor. <b><u>Except as otherwise provided by laws, administrative regulations, rules, or relevant provisions of the securities regulatory authorities in the places where the shares are listed.</u></b></p>

**APPENDIX III      PROPOSAL ON REVIEWING THE RULES OF PROCEDURES  
FOR THE BOARD OF DIRECTORS OF INDUSTRIAL AND  
COMMERCIAL BANK OF CHINA LIMITED (VERSION 2025)**

No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter IV Disclosure of Resolutions and Relevant Documents of the Board of Directors</b>	<b>Chapter IV Disclosure of Resolutions and Relevant Documents of the Board of Directors</b>
28.	Article 69 (former Article 70)	<p>The announcement of a resolution of the board of directors shall include the following contents:</p> <p>(1) time and method of delivering the meeting notice;</p> <p>(2) time, venue and form of the meeting, and the description of compliance/non-compliance with relevant laws, administrative regulations, regulatory documents and the Articles of Association of the Bank;</p> <p>(3) number and name of directors absent and represent, reasons for absence, and the name of directors under entrustment;</p> <p>(4) number of votes in favor, against and abstention on each proposal, and directors' reasons for casting against or abstention;</p> <p>(5) name of the directors who shall avoid voting, reasons for avoiding, and compliance, when related party transactions are involved;</p> <p>(6) the prior consent or opinions issued, if the prior consent or independent opinions of independent directors are required; and</p> <p>(7) specific contents of the matters reviewed and the resolutions adopted at the meeting.</p>	<p>The announcement of a resolution of the board of directors shall include the following contents:</p> <p>(1) time and method of delivering the meeting notice;</p> <p>(2) time, venue and form of the meeting, and the description of compliance/non-compliance with relevant laws, administrative regulations, regulatory documents and the Articles of Association of the Bank;</p> <p>(3) number and name of directors absent and represent, reasons for absence, and the name of directors under entrustment;</p> <p>(4) number of votes in favor, against and abstention on each proposal, and directors' reasons for casting against or abstention;</p> <p>(5) name of the directors who shall avoid voting, reasons for avoiding, and compliance, when related party transactions are involved;</p> <p>(6) <del>the prior consent</del><b>relevant circumstances</b> or opinions issued, if the <b>approval prior</b> <del>consent</del> or independent opinions of <b>the majority of all</b> independent directors are required; and</p> <p>(7) specific contents of the matters reviewed and the resolutions adopted at the meeting.</p>

**APPENDIX III      PROPOSAL ON REVIEWING THE RULES OF PROCEDURES  
FOR THE BOARD OF DIRECTORS OF INDUSTRIAL AND  
COMMERCIAL BANK OF CHINA LIMITED (VERSION 2025)**

No.	Article No.	Pre-revision clauses	Post-revision clauses
		<b>Chapter VI Supplementary Provisions</b>	<b>Chapter VI Supplementary Provisions</b>
29.	Article 73 (former Article 74)	The Rules shall be formulated and amended by the board of directors and be implemented after being adopted by the shareholders' general meeting with an ordinary resolution.	The <u><b>formulation and amendment of the</b></u> Rules shall be <del>formulated and amended by the board of directors and be implemented</del> <u><b>submitted to the shareholders' meeting for decision</b></u> after being <del>adopted</del> <u><b>reviewed by the board of directors</b></u> <del>shareholders' general meeting with an ordinary resolution.</del>
30.	Article 74 (former Article 75)	Unless otherwise stated hereunder, the references "more than", "within", and "not more than" hereunder shall all include the number immediately following them; the references "less than", "outside", "beyond" and "before" shall exclude the number immediately following them.	Unless otherwise stated hereunder, the references "more than", <del>"within"</del> , and "not more than" hereunder shall all include the number immediately following them; the references <del>"less than", "outside", "beyond" and "before"</del> shall exclude the number immediately following them.

*Note:* Necessary revisions are made to the serial numbers of articles in the full text according to the additions and deletions of articles. Unless otherwise specified in the comparison table of the above-mentioned revised articles, the expressions relating to the "general meeting of shareholders" in other articles of the full text are adjusted to "shareholders' meeting", and the expressions relating to the "board of supervisors" or "supervisors" are deleted accordingly.



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 2024**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting for the Year 2024 (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 Harbour Grand Kowloon, 20 Tak Fung Street, Whampoa Garden, Hunghom, Kowloon, Hong Kong concurrently on Friday, 27 June 2025 at 2:50 p.m. The AGM will consider and, if thought fit, pass the following resolutions set out in items 1 to 12, and to hear the reports set out in items 13 to 16 below:

**As Ordinary Resolutions:**

1. Proposal on the 2024 Audited Accounts
2. Proposal on the 2024 Profit Distribution Plan
3. Proposal on the Fixed Asset Investment Budget for 2025
4. Proposal on the Engagement of the External Auditors for 2025
5. Proposal on the 2024 Work Report of the Board of Directors of ICBC
6. Proposal on the 2024 Work Report of the Board of Supervisors of ICBC
7. Proposal on the Election of Mr. Dong Yang to be Reappointed as Non-executive Director of ICBC
8. Proposal on the Limit for External Donations in 2025

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## NOTICE OF AGM

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### **As Special Resolutions:**

9. Proposal on the Issuance of Capital Instruments and Total Loss-Absorbing Capacity Eligible Non-Capital Debt Instruments
10. Proposal on Reviewing the Articles of Association of Industrial and Commercial Bank of China Limited (Version 2025) and the Matters Related to the Dissolution of the Board of Supervisors

### **As Ordinary Resolutions:**

11. Proposal on Reviewing the Rules of Procedures for the Shareholders' Meeting of Industrial and Commercial Bank of China Limited (Version 2025)
12. Proposal on Reviewing the Rules of Procedures for the Board of Directors of Industrial and Commercial Bank of China Limited (Version 2025)

### **As Reporting Items:**

13. Report Concerning the Special Report on Related Party Transactions of ICBC in 2024
14. Work Report of Independent Directors of ICBC for 2024
15. Report on the Implementation of the Plan on Authorisation of the Shareholders' General Meeting to the Board of Directors of ICBC in 2024
16. Report on the Annual Assessment of the Bank's Major Shareholders (including Substantial Shareholders) for 2024

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

Beijing, PRC  
6 June 2025

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## NOTICE OF AGM

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*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 Tuesday, 24 June 2025 to Friday, 27 June 2025 (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 Monday, 23 June 2025 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 Monday, 23 June 2025.

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

The Board of the Bank has recommended the 2024 year-end cash dividends for ordinary shares of RMB0.1646 per share (pre-tax) and, if the 2024 profit distribution plan is considered and approved at the AGM, such dividend is expected to be paid no later than Friday, 22 August 2025 to those Shareholders whose names appear on the register of members of the Bank after close of trade on Friday, 11 July 2025. The register of members of H Shares will be closed from Monday, 7 July 2025 to Friday, 11 July 2025 (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 Friday, 4 July 2025.

**(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.

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, 24 June 2025. 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.**