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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 supplemental 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 supplemental circular together with the accompanying supplemental proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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



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: 4603**

**EUR Preference Shares Stock Code: 4604**

**RMB Preference Shares Stock Code: 84602**

**SUPPLEMENTAL NOTICE OF  
ANNUAL GENERAL MEETING FOR THE YEAR 2018**

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The AGM will be held as originally scheduled at Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong and at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC concurrently by video conference on Thursday, 20 June 2019 at 2:30 p.m. A supplemental notice of the AGM is set out on pages 5 to 6 of this supplemental circular.

The Chinese and English versions of this supplemental circular and the accompanying supplemental proxy form are available on the Bank's website at [www.icbc-ltd.com](http://www.icbc-ltd.com) and the HKEXnews website of the Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). You may download or access the aforesaid documents by clicking "Investor Relations" on the homepage of the Bank's website or browsing through the HKEXnews website of the Hong Kong Exchanges and Clearing Limited. If there are any inconsistencies between the Chinese version and the English version of this supplemental circular, the Chinese version shall prevail.

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## DEFINITION

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

“A Shares”	domestic shares of RMB1.00 each in the ordinary share capital of the Bank, which are listed on the Shanghai Stock Exchange and traded in RMB
“AGM”	the annual general meeting for the year 2018 of the Bank to be held on 20 June 2019
“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, USD Preference Shares Stock Code: 4603, EUR Preference Shares Stock Code: 4604 and RMB Preference Shares Stock Code: 84602), 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 Code: 360011), respectively
“Board”	the board of directors of the Bank
“CBIRC”	the China Banking and Insurance Regulatory Commission
“Company Law”	the Company Law of the People’s Republic of China
“Directors”	the directors of the Bank
“H Shares”	overseas listed foreign shares of RMB1.00 each in the ordinary share capital of the Bank, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Ordinary Shares”	A Shares and/or H Shares
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of Shares
“Shares”	Ordinary Shares and/or preference shares



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*Executive Directors:*

Mr. Chen Siqing  
Mr. Gu Shu

*Non-executive Directors:*

Mr. Zheng Fuqing  
Ms. Mei Yingchun  
Mr. Dong Shi  
Mr. Ye Donghai

*Independent non-executive Directors:*

Mr. Anthony Francis Neoh  
Mr. Yang Siu Shun  
Ms. Sheila Colleen Bair  
Mr. Shen Si  
Mr. Nout Wellink  
Mr. Fred Zulu Hu

*Registered Office:*

No. 55 Fuxingmennei Avenue  
Xicheng District, Beijing 100140  
PRC

*Place of Business in Hong Kong:*

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

3 June 2019

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTAL NOTICE OF  
ANNUAL GENERAL MEETING FOR THE YEAR 2018**

**1 INTRODUCTION**

Reference is made to the circular of the Bank (“**Original Circular**”) and the notice of AGM (“**Original Notice**”) dated 30 April 2019, which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for Shareholders’ approval. This supplemental circular should be read together with the Original Circular.

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## LETTER FROM THE BOARD

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In order to ensure the smooth operation of the Board, pursuant to the Company Law, relevant laws and regulations and the relevant requirements under the Articles, the Board considered and approved the Proposal on the Nomination of Mr. Lu Yongzhen as Candidate of Non-executive Director of Industrial and Commercial Bank of China Limited by written resolution on 30 May 2019, and agreed to nominate Mr. Lu Yongzhen as candidate of Non-executive Director of the Bank. At the request of the Board, Central Huijin Investment Ltd. (“**Huijin**”), a Shareholder holding 34.71% of the voting Shares, submitted to the Bank in writing the Proposal on the Election of Mr. Lu Yongzhen as Non-executive Director of Industrial and Commercial Bank of China Limited to the AGM for consideration and approval. The Board received such proposal on 3 June 2019 and, pursuant to the relevant requirements, it is hereby announced that the Board has included the abovementioned interim proposal in the agenda of the AGM.

The purpose of this supplemental circular is to set out the supplemental notice of AGM, and to provide you with information regarding the abovementioned proposal to be considered at the AGM. Save as set out in this supplemental circular, no changes have been made to matters in relation to the AGM as set out in the Original Circular and Original Notice.

### **2 PROPOSED ELECTION OF DIRECTOR**

An ordinary resolution will be proposed at the AGM to consider and approve the appointment of Mr. Lu Yongzhen as a Non-executive Director. The qualification of Mr. Lu Yongzhen as a Non-executive Director is subject to approval by the CBIRC, and his term of office will commence on the date when the approval of the CBIRC is obtained.

The biography of Mr. Lu Yongzhen is set out below: Lu Yongzhen, male, Chinese nationality, was born in April 1967. Mr. Lu Yongzhen has served as Deputy Director of the Research Centre of the State-owned Assets Supervision and Administration Commission of the State Council since May 2012. Mr. Lu was appointed Deputy Director of the Administrative Office of the Economic Research Consultation Centre of the State Economic and Trade Commission in March 2000, Director of the Specific Research Department of the Economic Research Centre of the State Economic and Trade Commission in May 2002, Director of the Capital Markets Research Department of the Research Centre of the State-owned Assets Supervision and Administration Commission of the State Council in March 2003, and Director Assistant of the Research Centre of the State-owned Assets Supervision and Administration Commission of the State Council with the concurrent post as the Director of the Capital Markets Research Department in January 2011. Mr. Lu Yongzhen obtained a Bachelor’s degree and a Master’s degree in History from Peking University, and a Doctorate degree in Economics from Southwestern University of Finance and Economics. He is a researcher.

Save as disclosed above, Mr. Lu Yongzhen has not held directorships in other listed companies in the last three years, or positions in the Bank or the subsidiaries of the Bank, does not have any relationship with any Director, senior management member, substantial shareholder or controlling shareholder of the Bank and does not hold any interests in the shares of the Bank within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance.

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. Mr. Lu Yongzhen will not receive any remuneration from the Bank during his term of office, his remuneration shall be paid by Huijin. Details of the remuneration of the Directors are available in the Bank’s annual reports and relevant announcements.

Save as disclosed herein, there are no other matters relating to the election of Mr. Lu Yongzhen that need to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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## LETTER FROM THE BOARD

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### 3 THE AGM

A supplemental proxy form (the “**Supplemental Proxy Form**”) in respect of the aforementioned election of Non-executive Director is enclosed with this supplemental circular. The proxy form issued by the Bank along with the Original Circular (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H Share registrar of the Bank.

Shareholders are entitled to appoint one or more proxies to attend the AGM, but only one of the proxies can be designated to vote at the AGM. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the AGM.

Please refer to the Original Notice for details in respect of other resolutions to be passed at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members and other relevant matters. Please note that, to listen to “Work Report of Independent Non-executive Directors of Industrial and Commercial Bank of China Limited for 2018”, “Report concerning the Special Report on Related Party Transactions of Industrial and Commercial Bank of China Limited in 2018” and “Report on the Implementation of the Plan on Authorisation of the Shareholders’ General Meeting to the Board of Directors of Industrial and Commercial Bank of China Limited in 2018”, which were originally numbered items 11, 12 and 13 respectively in the Original Notice, shall be renumbered as items 12, 13 and 14, respectively.

### 4 RECOMMENDATION

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

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



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**SUPPLEMENTAL NOTICE OF  
ANNUAL GENERAL MEETING FOR THE YEAR 2018**

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) and the notice of annual general meeting for the year 2018 of the Bank (the “**AGM**”) dated 30 April 2019 (the “**Original Notice**”), which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for shareholders’ approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM to be held as originally scheduled at Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong and at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC concurrently by video conference on Thursday, 20 June 2019 at 2:30 p.m., will consider and, if thought fit, pass the following resolution as an ordinary resolution, which was submitted by Central Huijin Investment Ltd., a shareholder of the Bank in compliance with the laws and the articles of association of the Bank, in addition to the resolutions set out in the Original Notice:

**As Ordinary Resolution:**

11. Proposal on the Election of Mr. Lu Yongzhen as Non-executive Director of Industrial and Commercial Bank of China Limited

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

Beijing, PRC  
3 June 2019

*Notes:*

- (1) Details of the abovementioned resolution is set out in the supplemental circular of the Bank dated 3 June 2019 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice of AGM, capitalised terms used in this supplemental notice of AGM shall have the same meanings as those defined in the Supplemental Circular.
- (2) Please note that, to listen to “Work Report of Independent Non-executive Directors of Industrial and Commercial Bank of China Limited for 2018”, “Report concerning the Special Report on Related Party Transactions of Industrial and Commercial Bank of China Limited in 2018” and “Report on the Implementation of the Plan on Authorisation of the Shareholders’ General Meeting to the Board of Directors of Industrial and Commercial Bank of China Limited in 2018”, which were originally numbered items 11, 12 and 13 respectively in the Original Notice, shall be renumbered as items 12, 13 and 14, respectively.

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## SUPPLEMENTAL NOTICE OF AGM

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- (3) A supplemental proxy form (the “**Supplemental Proxy Form**”) containing resolution numbered 11 mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Bank along with the Original Circular (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H Share registrar of the Bank.
- (4) If you intend to appoint a proxy to attend the AGM, you are requested to complete the accompanying Supplemental Proxy Form in accordance with the instructions printed thereon. To be valid, the Supplemental Proxy Form together with the power of attorney or other authorisation document (if any) must be lodged at the H Share registrar of the Bank, by hand or by post 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 Supplemental Proxy Form will not preclude you from attending and voting in person at the AGM or at any adjournment thereof should you so wish, but in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Shareholders are entitled to appoint one or more proxies to attend the AGM, but only one of proxies can be designated to vote at the AGM. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the AGM.
- (6) Please refer to the Original Notice for details in respect of other resolutions to be considered at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members and other relevant matters.