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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: 4603

EUR Preference Shares Stock Code: 4604

RMB Preference Shares Stock Code: 84602

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2019

A notice convening the EGM to be held at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Friday, 22 November 2019 at 2:30 p.m., is set out on pages 9 to 10 of this circular.

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

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Bank's Board of Directors' Office on or before Saturday, 2 November 2019.

The Chinese and English version of the circular and the enclosed proxy form and reply slip are available on the Bank's website at www.icbc-ltd.com and the HKEXnews' website of the HKEX at 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 HKEX. If there are any inconsistencies between the Chinese version and the English version of this circular, the Chinese version shall prevail.

26 September 2019

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DEFINITION

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
“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
“Company Law”	The Company Law of the PRC
“Directors”	the directors of the Bank
“EGM”	the second extraordinary general meeting for the year 2019 of the Bank to be held on 22 November 2019
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HKEX”	Hong Kong Exchanges and Clearing Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	The Rules Governing the Listing of Securities on 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
Mr. Hu Hao

Registered Office:

No. 55 Fuxingmennei Avenue
Xicheng District, Beijing 100140
PRC

Non-executive Directors:

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

Place of Business in Hong Kong:

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

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

26 September 2019

To the Shareholders

Dear Sir or Madam,

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2019

1 INTRODUCTION

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

LETTER FROM THE BOARD

At the EGM, the following resolutions will be considered and, if thought fit, to be passed:

As Ordinary Resolutions:

- (1) Proposal on the Election of Mr. Gu Shu as Executive Director of Industrial and Commercial Bank of China Limited
- (2) Proposal on the Payment Plan of Remuneration to Directors for 2018
- (3) Proposal on the Payment Plan of Remuneration to Supervisors for 2018
- (4) Proposal on the Application for Provisional Authorisation Limit on External Donations

2 PROPOSAL ON THE ELECTION OF MR. GU SHU AS EXECUTIVE DIRECTOR OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED

The term of office of Mr. Gu Shu as Executive Director of the Bank will expire in December 2019, and he is eligible for re-election upon the expiry of his term in accordance with relevant regulations. In compliance with the Company Law, relevant laws and regulations and the relevant requirements of the Articles, the Board considered and approved the Proposal on the Nomination of Mr. Gu Shu as Candidate of Executive Director of Industrial and Commercial Bank of China Limited and Retention of Relevant Posts in the Board at the Board meeting of the Bank held on 29 August 2019, and agreed to nominate Mr. Gu Shu as the candidate for re-election as Executive Director.

An ordinary resolution will be proposed at the EGM to consider and approve the re-election of Mr. Gu Shu as Executive Director, and his new term of office as Executive Director of the Bank will commence on the date when the approval from the shareholders' general meeting of the Bank has been obtained.

The biography of Mr. Gu Shu is set out below: Gu Shu, male, Chinese nationality, was born in August 1967. Mr. Gu Shu has served as Vice Chairman and Executive Director of Industrial and Commercial Bank of China Limited since December 2016, and President since October 2016. He joined ICBC in 1998, where he served as Deputy General Manager of Accounting and Settlement Department, Deputy General Manager of Planning and Finance Department, General Manager of Finance and Accounting Department, Board Secretary and General Manager of Corporate Strategy and Investor Relations Department, Head of Shandong Branch and Senior Executive Vice President of Industrial and Commercial Bank of China Limited. He served concurrently as Vice Chairman of Standard Bank Group Limited, Chairman of ICBC (London) PLC and Chairman of Industrial and Commercial Bank of China (Argentina) S.A. Mr. Gu Shu obtained a Doctorate degree in Economics from Shanghai University of Finance and Economics, Master's degree in Economics from Dongbei University of Finance and Economics and Bachelor's degree in Engineering from Shanghai Jiao Tong University. He is a senior accountant.

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 approved in accordance with the relevant procedures and submitted to the shareholders' general meeting 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.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Gu Shu has not held directorships in other listed companies in the last three years, does not have any relationship with any other directors, senior management members, substantial shareholders or controlling shareholders 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.

Save as disclosed in this circular, there are no other matters relating to the election of Mr. Gu Shu 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 Listing Rules.

3 PROPOSAL ON THE PAYMENT PLAN OF REMUNERATION TO DIRECTORS FOR 2018

In accordance with the relevant government policies and the results of the appraisals conducted by the Bank on the directors for 2018, the proposal on payment of remuneration to the directors for 2018 is now submitted by the Board as an ordinary resolution for consideration and approval at the EGM. Details of the Payment Plan of Remuneration to Directors for 2018 are set out in Appendix 1 to this circular.

4 PROPOSAL ON THE PAYMENT PLAN OF REMUNERATION TO SUPERVISORS FOR 2018

In accordance with the relevant government policies and the results of the appraisals conducted by the Bank on the supervisors for 2018, the proposal on payment of remuneration to the supervisors for 2018 is now submitted by the Board of Supervisors as an ordinary resolution for consideration and approval at the EGM. Details of the Payment Plan of Remuneration to Supervisors for 2018 are set out in Appendix 2 to this circular.

5 PROPOSAL ON THE APPLICATION FOR PROVISIONAL AUTHORISATION LIMIT ON EXTERNAL DONATIONS

In order to advance the Bank's sustainable development of operation and at the same time actively fulfil social responsibilities, and in accordance with the historical situation and actual needs of the external donations made by the Bank's institutions at all levels, it is hereby applied to increase the provisional authorisation limit by RMB38 million in 2019.

The Bank's current Plan on Authorisation of the Shareholders' General Meeting to the Board of Directors and the Plan on Authorisation of the Board of Directors to the President (the "**Two Authorisation Plans**") stipulate that the authorisation limit of the Board and President for external donations 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 2018 audited unconsolidated net profit of the Bank as a legal person, the sum of RMB25 million and 0.03% of its net profit exceeds the upper limit of RMB100 million, and therefore the authorisation limit for external donations of the Board and President of the Bank in 2019 is RMB100 million. If the total amount of external donations in 2019 would exceed RMB100 million, it needs to be submitted to the Board and shareholders' general meeting for consideration and approval.

LETTER FROM THE BOARD

As a state-owned large commercial bank, in recent years, the Bank has, at the same time of the stable development of its businesses, actively fulfilled its social responsibilities, and the amount of external donations has increased annually and significantly. In order to better fulfil the social responsibilities of a state-owned large bank and to build the enterprise image of a state-owned financial institution with responsibility and commitment, it is hereby applied, on the basis of the authorisation limit stipulated in the current Two Authorisation Plans, to increase the provisional authorisation limit by RMB38 million in 2019 (which means the total authorisation limit will be increased to RMB138 million). The Board shall be authorised by the shareholders' general meeting to delegate the President to consider and approve external donation matters within the aforementioned authorisation limit.

This provisional authorisation on external donations will commence upon the shareholders' general meeting's consideration and approval.

6 THE EGM

A notice convening the EGM to be held at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Friday, 22 November 2019 at 2:30 p.m., is set out on pages 9 to 10 of this circular.

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

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Bank's Board of Directors' Office on or before Saturday, 2 November 2019.

7 RECOMMENDATION

The Board considers that each of the above proposals is 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 EGM.

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

PAYMENT PLAN OF REMUNERATION TO DIRECTORS FOR 2018

Unit: RMB10,000

Name	Position	Details of remuneration before tax received from the Bank for 2018 ^{Note 1}				Obtain remuneration from shareholder entities or other related parties or not
		Remuneration payable	Contribution by the employer to social insurance, annuities, additional medical insurance and housing allowance	Other monetary income	Total	
		1	2	3	4=1+2+3	
Directors incumbent at the end of 2018						
Yi Huiman	Chairman of the Board, Executive Director	77.64	16.30	—	93.94	No
Gu Shu	Vice Chairman of the Board, Executive Director, President	77.64	16.30	—	93.94	No
Cheng Fengchao	Non-executive Director	—	—	—	—	Yes
Zheng Fuqing		—	—	—	—	Yes
Mei Yingchun		—	—	—	—	Yes
Dong Shi		—	—	—	—	Yes
Ye Donghai		—	—	—	—	Yes
Hong Yongmiao	Independent Non-executive Director ^{Note 2}	47.00	—	—	47.00	Yes
Anthony Francis Neoh		44.00	—	—	44.00	Yes
Yang Siu Shun		44.00	—	—	44.00	Yes
Sheila Colleen Bair		36.50	—	—	36.50	Yes
Shen Si		41.33	—	—	41.33	Yes
Nout Wellink		2.50	—	—	2.50	No
Directors leaving office in 2018						
Zhang Hongli	Executive Director, Senior Executive Vice President	34.94	7.78	—	42.72	No
Wang Jingdong	Executive Director, Senior Executive Vice President	46.58	10.50	—	57.08	No
Fei Zhoulin	Non-executive Director	—	—	—	—	Yes
Or Ching Fai	Independent Non-executive Director ^{Note 2}	39.17	—	—	39.17	Yes

Notes:

1. Remuneration of the Chairman of the Board of Directors, the President and Executive Directors of the Bank is governed by the relevant government remuneration policies in relation to the persons in charge of central government-owned financial enterprises. The remuneration before tax payable to the Chairman of the Board, the President and other Directors of the Bank set out in the table above represents the total amount of remuneration for 2018 for each of these individuals, which includes figures disclosed in the 2018 Annual Report of the Bank.
2. The basis for determining the amount of allowance to be paid to the Independent Non-executive Directors of 2018 is that each Independent Non-executive Director is entitled to a basic allowance of RMB300,000 per person per annum. Each Independent Non-executive Director will also be entitled to an additional allowance of RMB50,000 per annum for being a chairman of each of the special board committees, an additional allowance of RMB40,000 per annum for being a vice chairman of each of the special board committees and an additional allowance of RMB30,000 per annum for being a member of each of the special board committees.
3. Please refer to the 2018 Annual Report and the relevant announcements for change in personnel of the Bank for the start and the end of the respective terms of office in respect of Directors of the Bank. Changes in the employment of Directors of the Bank from 2018 until 29 August 2019, on which date the Board considered and approved this Proposal on the Payment Plan of Remuneration to Directors, are shown as follows:
 - (1) In July 2018, Mr. Zhang Hongli ceased to act as Executive Director of the Bank due to expiration of his term of office.
 - (2) In September 2018, Mr. Wang Jingdong ceased to act as Executive Director of the Bank due to change of job assignments.
 - (3) In October 2018, Mr. Fei Zhoulin ceased to act as Non-executive Director of the Bank due to his age.
 - (4) In October 2018, Mr. Or Ching Fai ceased to act as Independent Non-executive Director of the Bank due to expiration of his term of office.
 - (5) In December 2018, Mr. Nout Wellink took office as Independent Non-executive Director of the Bank.
 - (6) In January 2019, Mr. Yi Huiman ceased to act as Chairman of the Board and Executive Director of the Bank due to change of job assignments.
 - (7) In April 2019, Mr. Fred Zulu Hu took office as Independent Non-executive Director of the Bank.
 - (8) In April 2019, Mr. Hong Yongmiao ceased to act as Independent Non-executive Director of the Bank due to expiration of his term of office.
 - (9) In April 2019, Mr. Cheng Fengchao ceased to act as Non-executive Director of the Bank due to his age.
 - (10) In May 2019, Mr. Chen Siqing took office as Chairman of the Board and Executive Director of the Bank.
 - (11) In June 2019, Mr. Hu Hao took office as Executive Director of the Bank.
 - (12) In June 2019, Mr. Tan Jiong took office as Executive Director of the Bank.
 - (13) In August 2019, Mr. Lu Yongzhen took office as Non-executive Director of the Bank.
4. Remuneration of Mr. Cheng Fengchao, Mr. Zheng Fuqing, Ms. Mei Yingchun, Mr. Dong Shi, Mr. Ye Donghai and Mr. Fei Zhoulin for 2018 has been received from Central Huijin Investment Ltd.
5. As the Bank's Independent Non-executive Directors served as directors or senior management of other legal persons or organizations other than the Bank or the controlled subsidiaries of the Bank, such legal persons or organizations became related parties of the Bank. The Bank's Independent Non-executive Directors obtained remuneration from such related parties. Except to the extent of the aforementioned circumstances, none of the Bank's Directors received remuneration from related parties of the Bank in 2018.

PAYMENT PLAN OF REMUNERATION TO SUPERVISORS FOR 2018

Unit: RMB10,000

Name	Position	Details of remuneration before tax received from the Bank for 2018 ^{Note 1}				Obtain remuneration from shareholder entities or other related parties or not
		Remuneration payable	Contribution by the employer to social insurance, annuities, additional medical insurance and housing allowance	Other monetary income	Total	
		1	2	3	4=1+2+3	
Supervisors incumbent at the end of 2018						
Zhang Wei	Shareholder Supervisor ^{Note 2}	184.40	30.86	—	215.26	No
Hui Ping	Employee	5.00	—	—	5.00	No
Huang Li	Supervisor ^{Note 3}	5.00	—	—	5.00	No
Qu Qiang	External	25.00	—	—	25.00	No
Shen Bingxi	Supervisor ^{Note 4}	—	—	—	—	No
Supervisor leaving office in 2018						
Qian Wenhui	Chairman of Supervisors	6.47	1.52	—	7.99	No

Notes:

1. Remuneration of the Chairman of the Board of Supervisors of the Bank is governed by the relevant government remuneration policies in relation to the persons in charge of central government-owned financial enterprises. The remuneration before tax payable to the Chairman of the Board of Supervisors and other supervisors of the Bank set out in the table above represents the total amount of remuneration for 2018 for each of these individuals, which includes figures disclosed in the 2018 Annual Report of the Bank.
2. The total remuneration before tax of Shareholder Supervisor for 2018 was determined pursuant to the actual duties and responsibilities of such individual. Pursuant to regulations of the China Banking and Insurance Regulatory Commission, as part of the total remuneration before tax payable to the Shareholder Supervisor for 2018, payment of 40% or more of the performance-based salary will be deferred. The deferred amount will be accrued in the Bank's accounts. The deferred payment will be made having regard to the operating performance and status for the years 2019 to 2021, and the proportion payable each year will be one third of the amount. The deferred payment for the performance-based salaries of Mr. Zhang Wei, the Shareholder Supervisor, for 2018 is RMB503.1 thousand and the actual amount of remuneration paid (pre-tax) for 2018 is RMB1,649.5 thousand.
3. The allowance (pre-tax) for the Employee Supervisors for 2018 is calculated as 20% of the basic allowance of an External Supervisor and determined based on actual duties and responsibilities of such individuals. Such remuneration of the Employee Supervisors as indicated in the table above is the allowance for acting as Employee Supervisor of the Bank, and excludes remuneration received by these Supervisors for other positions assumed in the Bank.
4. The allowance (pre-tax) for the External Supervisors for 2018 is determined based on the allowance policy adopted at the first extraordinary general meeting of 2007 and with reference to the actual duties and responsibilities of such individuals.
5. Please refer to the 2018 Annual Report of the Bank for the start and the end of the respective terms of office of relevant individuals. In January 2018, Mr. Qian Wenhui ceased to act as Chairman of the Board of Supervisors and as a supervisor due to change of job assignment.



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NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2019

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of 2019 (the “**EGM**”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) will be held at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Friday, 22 November 2019 at 2:30 p.m. to consider and, if thought fit, to pass the following resolutions:

As Ordinary Resolutions:

1. Proposal on the Election of Mr. Gu Shu as Executive Director of Industrial and Commercial Bank of China Limited
2. Proposal on the Payment Plan of Remuneration to Directors for 2018
3. Proposal on the Payment Plan of Remuneration to Supervisors for 2018
4. Proposal on the Application for Provisional Authorisation Limit on External Donations

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

Beijing, PRC
26 September 2019

NOTICE OF EGM

Notes:

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

Holders of H shares of the Bank (the “**H Shares**”) are advised that the register of members will be closed from Wednesday, 23 October 2019 to Friday, 22 November 2019 (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 Tuesday, 22 October 2019 are entitled to attend the EGM.

Holders of H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Tuesday, 22 October 2019.

(2) Proxy

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Bank. The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.

To be valid, the proxy form together with the power of attorney or other authorisation document (if any) must be lodged at the H Share registrar of the Bank by hand, by post or by fax not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be) by holders of H Shares. The H Share registrar of 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 EGM if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

(3) Reply Slip

Shareholders who intend to attend the EGM in person or by proxy should return the reply slip 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 Saturday, 2 November 2019. The Bank’s Board of Directors’ Office is located at No. 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).

(4) Other issues

The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identification documents.

The EGM starts at 2:30 p.m. Registration for admission to the EGM will take place from 1:30 p.m. to 2:30 p.m..