
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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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

**SUPPLEMENTAL NOTICE OF
THE SECOND EXTRAORDINARY GENERAL MEETING OF 2019**

The EGM will be held as originally scheduled at the head office of 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. A supplemental notice of the EGM is set out on pages 6 to 7 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 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 supplemental circular, the Chinese version shall prevail.

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DEFINITION

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 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 (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 Codes: 360011, 360036), respectively
“Board”	the board of directors of the Bank
“CBIRC”	the China Banking and Insurance Regulatory Commission
“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 scheduled 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

7 November 2019

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL NOTICE OF
THE SECOND EXTRAORDINARY GENERAL MEETING OF 2019**

1 INTRODUCTION

Reference is made to the circular of the Bank (“**Original Circular**”) and the notice of EGM (“**Original Notice**”) dated 26 September 2019, which set out the time and venue of the EGM and contain the resolutions to be tabled before the EGM for Shareholders’ approval. This supplemental circular should be read together with the Original Circular.

LETTER FROM THE BOARD

In order to ensure the smooth operation of the Board, pursuant to the Company Law, relevant laws and regulations and the relevant requirements of the Bank, the Board considered and approved the Proposal on the Nomination of Ms. Cao Liqun as Candidate of Non-executive Director of Industrial and Commercial Bank of China Limited and the Proposal on the Nomination of Mr. Feng Weidong as Candidate of Non-executive Director of Industrial and Commercial Bank of China Limited by way of written resolution on 6 November 2019, and agreed to nominate Ms. Cao Liqun and Mr. Feng Weidong as candidates of Non-executive Directors of the Bank.

At the request of the Board, Central Huijin Investment Ltd. (“**Huijin**”), a Shareholder holding approximately 34.71% of the voting Shares, submitted to the Bank in writing the Proposal on the Election of Ms. Cao Liqun as Non-executive Director of Industrial and Commercial Bank of China Limited and the Proposal on the Election of Mr. Feng Weidong as Non-executive Director of Industrial and Commercial Bank of China Limited to the EGM for consideration and approval. The Board received the abovementioned proposals on 7 November 2019 and, pursuant to the relevant requirements, it is hereby announced that the Board has included the abovementioned interim proposals in the agenda of the EGM.

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

2 PROPOSED ELECTION OF DIRECTORS

An ordinary resolution will be proposed at the EGM to consider and approve the appointment of Ms. Cao Liqun as a Non-executive Director of the Bank and an ordinary resolution will be proposed at the EGM to consider and approve the appointment of Mr. Feng Weidong as a Non-executive Director of the Bank. Their qualifications as Non-executive Directors are subject to approval by the CBIRC, and their respective terms of office will commence on the date when the approval of the CBIRC is obtained.

The biography of Ms. Cao Liqun is set out below: Cao Liqun, female, Chinese nationality, was born in May 1971. Ms. Cao Liqun joined State Administration of Foreign Exchange of the People’s Republic of China in August 1994 and consecutively worked in Policy and Regulation Department, General Affairs Department, Supervision and Inspection Department, and General Affairs Department (Policy and Regulation Department). She has served as Deputy Director of Regulations Division, General Affairs Department of State Administration of Foreign Exchange since March 2001; Director of Regulations Division, General Affairs Department of State Administration of Foreign Exchange since April 2004; Director of Non-Financial Institutions Inspection Division, Supervision and Inspection Department of State Administration of Foreign Exchange since October 2007; Director of General Affairs Division, Supervision and Inspection Department of State Administration of Foreign Exchange since May 2009; Deputy Director-General of Supervision and Inspection Department of State Administration of Foreign Exchange since October 2010; Inspector of General Affairs Department (Policy and Regulation Department) of State Administration of Foreign Exchange since April 2017; Level-Two Inspector of General Affairs Department (Policy and Regulation Department) of State Administration of Foreign Exchange since June 2019, and acted as Deputy Director of Administrative Committee of Beijing’s Zhongguancun Science Park from August 2018 to August 2019. Ms. Cao Liqun obtained a Bachelor’s degree in Law from China University of Political Science and Law, a Master’s degree in Finance from Renmin University of China, and a Master’s degree in Public Administration from Peking University. Ms. Cao Liqun is an economist.

LETTER FROM THE BOARD

The biography of Mr. Feng Weidong is set out below: Feng Weidong, male, Chinese nationality, born in October 1964. Mr. Feng Weidong joined Ministry of Finance of the People's Republic of China in August 1986 and consecutively worked in Accounting Department and National Accountant Assessment & Certification Centre. He has served as Deputy Director of Academic Affairs Division of Chinese Accounting Correspondence School of Accounting Department of Ministry of Finance since 1996 (deputy division chief level); Person in charge of Teaching Material Department of Office of National Accountant Certification Examination of Accounting Department of Ministry of Finance since 1999; Deputy Director of Accounting Personnel Management Division of Accounting Department of Ministry of Finance since June 2000; Director of Accounting Personnel Management Division of Accounting Department of Ministry of Finance since March 2001; during which, he has had practical training at the Association of Chartered Certified Accountants (ACCA) of the United Kingdom from February 2003 to May 2003. Mr. Feng has served as Director of Institutional System Division I of Accounting Department of Ministry of Finance since August 2006; Deputy Director of National Accountant Assessment & Certification Centre of Ministry of Finance since April 2008 (deputy director-general level); Deputy Director of National Accountant Assessment & Certification Centre of Ministry of Finance (person in charge) since April 2012; Director of National Accountant Assessment & Certification Centre of the Ministry of Finance since July 2013 (director-general level); Secretary of the Party Committee and Director of National Accountant Assessment & Certification Centre of Ministry of Finance since May 2016. Mr. Feng Weidong obtained a Bachelor's degree in Economics from Dongbei University of Finance & Economics and Doctorate degree from Beijing Jiaotong University. Mr. Feng Weidong is a senior accountant, researcher, certified public accountant and is a recipient of the Special Government Allowance by the State Council of China.

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. Ms. Cao Liqun and Mr. Feng Weidong will not receive any remuneration from the Bank during their terms of office, their 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 above, Ms. Cao Liqun and Mr. Feng Weidong have not held any directorships in listed companies in the last three years, or positions in the Bank or the subsidiaries of the Bank, they do not have any relationship with Directors, senior management members, substantial shareholders or controlling shareholders of the Bank and do 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 herein, there are no other matters relating to the election of Ms. Cao Liqun and Mr. Feng Weidong 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 Listing Rules.

3 THE EGM

A supplemental proxy form (the "**Supplemental Proxy Form**") in respect of the abovementioned election of Non-executive Directors 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.

LETTER FROM THE BOARD

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

Please refer to the Original Notice for details in respect of other resolutions to be passed at the EGM, eligibility for attending the EGM, proxy, registration procedures, closure of register of members and other relevant matters.

4 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 EGM.

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



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**SUPPLEMENTAL NOTICE OF
THE SECOND EXTRAORDINARY GENERAL MEETING OF 2019**

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “Bank”) and the notice of the second extraordinary general meeting of 2019 of the Bank (the “EGM”) dated 26 September 2019 (the “Original Notice”), which set out the time and venue of the EGM and contain the resolutions to be tabled before the EGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM to be held as originally scheduled at the head office of 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., will consider and, if thought fit, pass the following resolutions as ordinary resolutions, which were 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 Resolutions:

5. Proposal on the Election of Ms. Cao Liqun as Non-executive Director of Industrial and Commercial Bank of China Limited
6. Proposal on the Election of Mr. Feng Weidong 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
7 November 2019

SUPPLEMENTAL NOTICE OF EGM

Notes:

- (1) Details of the abovementioned resolutions are set out in the supplemental circular of the Bank dated 7 November 2019 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice of EGM, capitalized terms used in this supplemental notice of EGM shall have the same meanings as those defined in the Supplemental Circular.
- (2) A supplemental proxy form (the “**Supplemental Proxy Form**”) containing resolutions numbered 5 and 6 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.
- (3) If you intend to appoint a proxy to attend the EGM, 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 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 EGM or any adjournment thereof (as the case may be) by holders of H Shares of the Bank. 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 this Supplemental Proxy Form will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.
- (4) Shareholders are entitled to appoint one or more proxies to attend the EGM, but only one of the proxies can be designated to vote at the EGM. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the EGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the EGM.
- (5) Please refer to the Original Notice for details in respect of other resolutions to be considered at the EGM, eligibility for attending the EGM, proxy, registration procedures, closure of register of members and other relevant matters.