
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 THE THIRD EXTRAORDINARY GENERAL MEETING OF 2024

A notice convening the EGM to be held at Head Office of Industrial and Commercial Bank of China Limited, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Thursday, 28 November 2024 at 2:50 p.m., is set out on pages 13 to 14 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, 23 November 2024.

The Chinese and English version of the circular and the enclosed proxy form and reply slip are available on the Bank's website (www.icbc-ltd.com) and the "HKEXnews" website of HKEX (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.

8 November 2024

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DEFINITIONS

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 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
“EGM”	the third extraordinary general meeting for the year 2024 of the Bank to be held on 28 November 2024
“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

DEFINITIONS

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



中國工商銀行股份有限公司

INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

Stock Code: 1398

USD Preference Shares Stock Code: 4620

Executive Directors:

Mr. Liao Lin
Mr. Liu Jun
Mr. Wang Jingwu

Registered Office:

55 Fuxingmennei Avenue
Xicheng District, Beijing 100140
PRC

Non-executive Directors:

Mr. Lu Yongzhen
Mr. Feng Weidong
Ms. Cao Liquan
Ms. Chen Yifang
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. Shen Si
Mr. Fred Zulu Hu
Mr. Norman Chan Tak Lam
Mr. Herbert Walter
Mr. Murray Horn

8 November 2024

To the Shareholders

Dear Sir or Madam,

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2024

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.

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

As Ordinary Resolutions:

- (1) Proposal on the 2024 Interim Profit Distribution Plan
- (2) Proposal on the Election of Mr. Li Weiping to be Appointed as Independent Director of ICBC

LETTER FROM THE BOARD

As Special Resolutions:

- (3) Proposal on the Xi'an Data Center Building Project
- (4) Proposal on the Group's Financial Bond Issuance Plan for 2025

As Ordinary Resolutions:

- (5) Proposal on the Payment Plan of Remuneration to Directors for 2023
- (6) Proposal on the Payment Plan of Remuneration to Supervisors for 2023

2 PROPOSAL ON THE 2024 INTERIM PROFIT DISTRIBUTION PLAN

In accordance with relevant laws and regulatory requirements, as well as the Proposal on the Relevant Arrangement for 2024 Interim Profit Distribution considered and approved at the Bank's Annual General Meeting in June 2024, the Bank formulated the Proposal on the 2024 Interim Profit Distribution Plan in consideration of the Bank's reviewed interim results as follows:

In the first half of 2024, the Group reported a net profit of RMB171,296 million, of which the net profit attributable to equity holders of the parent company amounted to RMB170,467 million. Based on 356,406,257,089 Ordinary Shares, a cash dividend of RMB1.434 per 10 Shares (pre-tax) will be paid. The total amount of dividends for Ordinary Shares to be distributed shall be RMB51,109 million, accounting for 30.0% of the net profit attributable to equity holders of the parent company. The record date for A Shares and H Shares will be 6 January 2025, the dividend payment date for A Shares will be 7 January 2025, and the dividend payment date for H Shares will be 24 January 2025. Dividend on Ordinary Shares of the Bank will be denominated and declared in RMB, and will be paid in RMB or in HKD equivalent, converted at the median exchange rate published by the People's Bank of China on the date of the EGM.

For the independent opinions issued by the Independent Directors of the Bank, please refer to the relevant announcement published by the Bank on the "HKEXnews" website of HKEX (www.hkexnews.hk) on 30 August 2024.

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

LETTER FROM THE BOARD

3 PROPOSAL ON THE ELECTION OF MR. LI WEIPING TO BE APPOINTED AS INDEPENDENT DIRECTOR OF ICBC

In order to ensure the smooth operation of the Board, in accordance with the Company Law, relevant laws and regulations and the relevant requirements under the Articles, the Board considered and approved the Proposal on Nominating Mr. Li Weiping as Candidate for Independent Director of Industrial and Commercial Bank of China Limited, and resolved Mr. Li Weiping be nominated as candidate for Independent Director of the Bank.

For the independent opinions issued by the Independent Directors of the Bank, please refer to the relevant announcement published by the Bank on the “HKEXnews” website of HKEX (www.hkexnews.hk) on 30 October 2024.

It is proposed that the Shareholders’ General Meeting elects Mr. Li Weiping as the Independent Director of the Bank. The election of Mr. Li Weiping as the Independent Director is subject to the approval of the National Financial Regulatory Administration.

The biography of Mr. Li Weiping is set out below: Li Weiping, male, Chinese nationality, born in March 1973. Mr. Li Weiping is currently the deputy director of the Teaching Guidance Committee, a professor and a doctoral supervisor at the School of Software & Microelectronics of Peking University. He concurrently serves as a Distinguished Member of the China Computer Federation (CCF), a member of the CCF-TC Service Computing, a member of the Social Media Processing Professional Committee of the Chinese Information Processing Society of China (CIPS-SMP), a member of the System Architecture, Communication and Integration Framework Committee of the China National Technical Committee for Automation Systems and Integration Standardization, as well as a member of the Organizational Unified Social Credit Code Technical Committee of the National Social Credit Standardization Technical Committee. Mr. Li Weiping previously held positions as a member of the Party Committee, the assistant to the president and the director of the Office of International Relations at the School of Software & Microelectronics of Peking University, as well as the deputy director at the Department of Software Engineering and Data Technology of the School of Software & Microelectronics. His research fields include software engineering, financial technology and artificial intelligence, and he is the chief scientist of the National Key Research and Development Program Project. Mr. Li Weiping graduated from Shenyang Institute of Automation, Chinese Academy of Sciences. He obtained a Doctorate degree.

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.

LETTER FROM THE BOARD

As at the date of this circular, Mr. Li Weiping 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. Mr. Li Weiping has confirmed that he meets the independence as regards each of the factors referred to in the Rule 3.13(1) to (8) of the Hong Kong Listing Rules and has no past or present financial or other interest in the business of the Bank and its subsidiaries or any connection with any core connected person of the Bank, and there are no other factors that may affect his independence. Save as disclosed in this circular, Mr. Li Weiping 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 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. Li Weiping 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.

4 PROPOSAL ON THE XI'AN DATA CENTER BUILDING PROJECT

In order to strengthen the building of financial technology infrastructure and disaster recovery capacity, support the implementation of the D-ICBC strategy, meet the needs for long-term business development, and adapt to the requirements of the IT innovation transformation and the innovation of financial technology, on the basis of the “two locations and four centers” high availability architecture for intra-city dual-active and remote disaster recovery, the Bank plans to build two new data center parks, namely Xixian Park and Gaoling Park in Xi'an City, Shaanxi Province. Details are as follows:

1. Two new data center parks, namely Xixian Park and Gaoling Park, will be built in Xi'an City, Shaanxi Province, parks that require purchasing approximately 208 mu and 505 mu of land, respectively, and that shall be implemented in accordance with the principle of “overall planning, and phased construction”. Phase I stage I of the two parks is planned to have a total construction space of 296,400 square meters, and together with the total construction investment of the project phase I stage I controlled at less than RMB6,756 million (inclusive of taxes and dues). The relevant investment is in compliance with relevant state regulations.
2. The estimated expenses of this project for 2024 will be implemented within the total fixed asset budget for the current year approved at the Shareholders' General Meeting. The amount of subsequent investment will be given overall consideration and separately listed in the total fixed asset budgets for the subsequent years based on the progress of the project.

LETTER FROM THE BOARD

3. To authorize the Board, agreeing that the President will be sub-authorized by the Board, and the President may delegate the authorization to the General Manager of a branch or of the Data Center, to sign all documents related to the construction of the project and to handle all matters related to the construction of the project.

The Proposal on the Xi'an Data Center Building Project was considered and approved at the meeting of the Board and is now submitted to the Shareholders' General Meeting for consideration and approval.

5 PROPOSAL ON THE GROUP'S FINANCIAL BOND ISSUANCE PLAN FOR 2025

In order to support business development and enhance the ability of proactive liability capabilities, the following financial bond issuance plan is now submitted for consideration and approval at the Shareholders' General Meeting:

The Bank proposes to issue financial bonds on domestic and overseas markets in compliance with relevant laws and regulations, the listing rules of the place where the Bank's securities are listed, and all applicable laws, regulations and rules of any other governmental or regulatory authorities. The Bank's issuance size of financial bonds for 2025 at the group's level (excluding subordinated financial bonds with the nature of replenished capital issued by the Bank) shall be no more than RMB450 billion or an equivalent in foreign currency. The issuance interest rate will be determined with reference to market interest rates.

To ensure the effective implementation of the financial bond issuance, it is proposed that the Shareholders' General Meeting authorize the Board, which shall then delegate authority to the Senior Management to handle all subsequent matters related to the bond issuance in accordance with the relevant laws, regulations, regulatory rules, and the approval requirements of the regulatory authorities. These matters include but are not limited to determining the issuance size, term, interest rate, issuance market, issuance method, and information disclosure based on market conditions and the Bank's asset-liability structure. The resolution and authorization for this issuance plan shall remain valid from January 1 2025, to December 31 2025.

The Proposal on the Group's Financial Bond Issuance Plan for 2025 was considered and approved at the meeting of the Board and is now submitted to the Shareholders' General Meeting for consideration.

6 PROPOSAL ON THE PAYMENT PLAN OF REMUNERATION TO DIRECTORS FOR 2023

In accordance with the Articles and relevant regulations, the Payment Plan of Remuneration to Directors for 2023 is now submitted (set out in Appendix 1).

LETTER FROM THE BOARD

For the independent opinions issued by the Independent Directors of the Bank, please refer to the relevant announcement published by the Bank on the “HKEXnews” website of HKEX (www.hkexnews.hk) on 30 October 2024.

The Proposal on the Payment Plan of Remuneration to Directors for 2023 was considered and approved at the meeting of the Board and is now submitted to the Shareholders’ General Meeting for consideration and approval.

7 PROPOSAL ON THE PAYMENT PLAN OF REMUNERATION TO SUPERVISORS FOR 2023

In accordance with the Articles and relevant regulations, the Payment Plan of Remuneration to Supervisors for 2023 is now submitted (set out in Appendix 2).

The meeting of the Board of Supervisors of the Bank agreed to submit the Proposal on the Payment Plan of Remuneration to Supervisors for 2023 to the Shareholders’ General Meeting for consideration and approval.

8 THE EGM

A notice convening the EGM to be held at Head Office of Industrial and Commercial Bank of China Limited, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Thursday, 28 November 2024 at 2:50 p.m., is set out on pages 13 to 14 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, 23 November 2024.

9 RECOMMENDATION

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

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

PAYMENT PLAN OF REMUNERATION TO DIRECTORS FOR 2023

Unit: RMB10,000

Name	Position	Details of remuneration before tax received from the Bank for 2023 ^{Note 1}				Incentive compensation for 2021-2023 ^{Note 2}	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		
Incumbent Directors							
Liao Lin	Chairman of the Board of Directors, Executive Director	91.49	22.70	–	114.19	75.29	No
Liu Jun	Vice Chairman of the Board of Directors, Executive Director, President	–	–	–	–	–	–
Wang Jingwu	Executive Director, Senior Executive Vice President, Chief Risk Officer	82.34	21.98	–	104.32	67.95	No
Lu Yongzhen	Non-executive Director	–	–	–	–	–	Yes
Feng Weidong		–	–	–	–	–	Yes
Cao Liqun		–	–	–	–	–	Yes
Chen Yifang		–	–	–	–	–	Yes
Dong Yang		–	–	–	–	–	Yes
Zhong Mantao		–	–	–	–	–	–
Shen Si	Independent	49.00	–	–	49.00	–	No
Fred Zulu Hu	Non-executive Director ^{Note 3}	44.00	–	–	44.00	–	Yes
Norman Chan Tak Lam		42.00	–	–	42.00	–	Yes
Herbert Walter		–	–	–	–	–	–
Murray Horn		–	–	–	–	–	–

Name	Position	Details of remuneration before tax received from the Bank for 2023 ^{Note 1}				Incentive compensation for 2021-2023 ^{Note 2}	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		
Directors leaving office							
Chen Siqing	Chairman of Board of Directors, Executive Director	91.49	22.70	–	114.19	75.50	No
Zheng Guoyu	Executive Director, Senior Executive Vice President	20.58	5.36	–	25.94	36.00	No
Anthony Francis Neoh	Independent Non-executive Director	52.00	–	–	52.00	–	No
Yang Siu Shun	Independent Non-executive Director	47.00	–	–	47.00	–	No

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 of Directors, the President and other Directors of the Bank set out in the table above represents the total amount of remuneration for 2023 for each of these individuals, which includes figures disclosed in the 2023 Annual Report of the Bank.
2. Pursuant to relevant government regulations, the incentive compensation during the period 2021–2023 for the Chairman of the Board of Directors, the President and the Executive Directors of the Bank shall be calculated at the end of the performance assessment term based on the term of office, annual salary level and the results of the performance reviews during the appointment term (where 3 years amounts to one performance assessment term).
3. The basis for determining the amount of allowance to be paid to the Independent Non-executive Directors of 2023 is that each Independent Non-executive Director is entitled to a basic allowance of RMB300 thousand per person per annum. Each Independent Non-executive Director will also be entitled to an additional allowance of RMB50 thousand per annum for being a chairman of each of the special board committees, an additional allowance of RMB40 thousand per annum for being a vice chairman of each of the special board committees and an additional allowance of RMB30 thousand per annum for being a member of each of the special board committees.
4. Please refer to the 2023 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 2023 until now, are shown as follows:
 - (1) In April 2023, Mr. Zheng Guoyu ceased to act as Executive Director of the Bank due to change of job assignments;

- (2) In February 2024, Mr. Chen Siqing resigned as Chairman of the Board of Directors and Executive Director of the Bank due to his age;
 - (3) In February 2024, Mr. Liao Lin took office as Chairman of the Board of Directors of the Bank;
 - (4) In March 2024, Mr. Anthony Francis Neoh ceased to act as Independent Non-executive Director of the Bank due to expiration of his term of office;
 - (5) In March 2024, Mr. Herbert Walter took office as Independent Non-executive Director of the Bank;
 - (6) In June 2024, Mr. Liu Jun took office as Vice Chairman of Board of Directors and Executive Director of the Bank;
 - (7) In August 2024, Mr. Yang Siu Shun ceased to act as Independent Non-executive Director of the Bank due to expiration of his term of office;
 - (8) In August 2024, Mr. Murray Horn took office as Independent Non-executive Director of the Bank;
 - (9) In September 2024, Ms. Zhong Mantao took office as Non-executive Director of the Bank.
5. In 2023, Mr. Lu Yongzhen, Mr. Feng Weidong, Ms. Cao Liqun, Ms. Chen Yifang and Mr. Dong Yang did not receive remuneration from the Bank during their tenure as directors.
6. 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. Some of the abovementioned 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 2023.
7. The total remuneration before tax for Directors, Supervisors and senior management members paid by the Bank for 2023 is approximately RMB17.1525 million.

PAYMENT PLAN OF REMUNERATION TO SUPERVISORS FOR 2023

Unit: RMB10,000

Name	Position	Details of remuneration before tax received from the Bank for 2023 ^{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	
Incumbent Supervisors						
Huang Li	Employee Supervisor ^{Note 3}	5.00	–	–	5.00	No
Zhang Jie	External	25.00	–	–	25.00	No
Liu Lanbiao	Supervisor ^{Note 4}	25.00	–	–	25.00	Yes
Supervisors leaving office						
Wu Xiangjiang	Employee Supervisor	–	–	–	–	No

Notes:

1. The remuneration before tax payable to the Supervisors of the Bank set out in the table above represents the total amount of remuneration for 2023 for each of these individuals, which includes figures disclosed in the 2023 Annual Report of the Bank.
2. Pursuant to relevant government regulations, the incentive compensation during the period 2021–2023 for the Chairman of the Board of Supervisors of the Bank shall be calculated at the end of the performance assessment term based on the term of office, annual salary level and the results of the performance reviews during the appointment term (where 3 years amounts to one performance assessment term). The incentive compensation of Mr. Yang Guozhong, Chairman of the Board of Supervisors leaving office, was RMB41.3 thousand. The incentive compensation of Mr. Huang Liangbo, Chairman of the Board of Supervisors leaving office, was RMB293.8 thousand.
3. The allowance (pre-tax) for the Employee Supervisors for 2023 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 basic allowance standard for the External Supervisors for 2023 is RMB250 thousand per person.
5. Please refer to the 2023 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 Supervisors of the Bank. In January 2023, Mr. Wu Xiangjiang ceased to act as Employee Supervisor of the Bank due to his age.



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 THE THIRD EXTRAORDINARY GENERAL MEETING OF 2024

NOTICE IS HEREBY GIVEN that the third extraordinary shareholders' general meeting of 2024 (the “**EGM**”) 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 on Thursday, 28 November 2024 at 2:50 p.m.. The EGM will consider and, if thought fit, pass the following resolutions:

As Ordinary Resolutions:

1. Proposal on the 2024 Interim Profit Distribution Plan
2. Proposal on the Election of Mr. Li Weiping to be Appointed as Independent Director of ICBC

As Special Resolutions:

3. Proposal on the Xi'an Data Center Building Project
4. Proposal on the Group's Financial Bond Issuance Plan for 2025

As Ordinary Resolutions:

5. Proposal on the Payment Plan of Remuneration to Directors for 2023
6. Proposal on the Payment Plan of Remuneration to Supervisors for 2023

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

Beijing, PRC
8 November 2024

NOTICE OF EGM

Notes:

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

Holders of H Shares of the Bank are advised that the register of members will be closed from Monday, 25 November 2024 to Thursday, 28 November 2024 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Bank maintained in Hong Kong at the close of business on Friday, 22 November 2024 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 Friday, 22 November 2024.

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

The Board of the Bank has recommended a dividend of RMB0.1434 per share (pre-tax) for the period ended 30 June 2024 and, if the 2024 interim profit distribution plan is considered and approved at the EGM, such dividend is expected to be paid no later than Friday, 24 January 2025 to those Shareholders whose names appear on the register of members of the Bank after close of trade on Monday, 6 January 2025. The register of members of H Shares will be closed from Saturday, 4 January 2025 to Monday, 6 January 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, 3 January 2025.

(3) 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 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 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.

(4) 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, 23 November 2024. The Bank's Board of Directors' Office is located at 55 Fuxingmennei Avenue, Xicheng District, Beijing 100140, PRC (Tel: (86 10) 8101 1187, Fax: (86 10) 6610 6139). The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

(5) Other issues

Shareholders (in person or by proxy) attending the 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 2:50 p.m. Registration for admission to the EGM will take place from 2:00 p.m. to 2:50 p.m..