
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

**NOTICE OF THE SECOND
EXTRAORDINARY SHAREHOLDERS' MEETING OF 2025**

A notice convening the ESM to be held at Head Office of Industrial and Commercial Bank of China Limited, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Friday, 28 November 2025 at 2:50 p.m., is set out on pages 7 to 8 of this circular.

If you intend to appoint a proxy to attend the ESM, 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 ESM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the ESM 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 ESM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Bank's Board of Directors' Office on or before Tuesday, 25 November 2025.

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

7 November 2025

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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
“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 of which are listed on the Hong Kong Stock Exchange (H Shares Stock Code: 1398), 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
“Directors”	the directors of the Bank
“ESM”	the second extraordinary shareholders’ meeting for the year 2025 of the Bank to be held on 28 November 2025
“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 Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Ordinary Shares”	A Shares and/or H Shares
“PRC”	the People’s Republic of China

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Ordinary share(s) and/or preference share(s)
“Shareholder(s)”	holders of Share(s)

LETTER FROM THE BOARD



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

Executive Directors:

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

Registered Office:

55 Fuxingmennei Avenue
Xicheng District, Beijing 100140
PRC

Non-executive Directors:

Mr. Lu Yongzhen
Ms. Cao Liquan
Mr. Dong Yang
Ms. Zhong Mantao

Place of Business in Hong Kong:

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

Independent non-executive Directors:

Mr. Norman Chan Tak Lam
Mr. Herbert Walter
Mr. Murray Horn
Mr. Chen Guanting
Mr. Li Weiping

7 November 2025

To the Shareholders

Dear Sir or Madam,

**NOTICE OF THE SECOND
EXTRAORDINARY SHAREHOLDERS' MEETING OF 2025**

1 INTRODUCTION

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

LETTER FROM THE BOARD

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

As Ordinary Resolution:

- (1) Proposal on the 2025 Interim Profit Distribution Plan

As Special Resolution:

- (2) Proposal on the Group's Financial Bond Issuance Plan for 2026

2 PROPOSAL ON THE 2025 INTERIM PROFIT DISTRIBUTION PLAN

In accordance with relevant laws and regulatory requirements, the Proposal on the 2025 Interim Profit Distribution Plan in consideration of the Bank's reviewed interim results is as follows:

In the first half of 2025, the Group reported a net profit of RMB168,803 million, of which the net profit attributable to equity holders of the parent company amounted to RMB168,103 million. Based on 356,406,257,089 Ordinary Shares, a cash dividend of RMB1.414 per 10 Shares (pre-tax) will be paid. The total amount of dividends for Ordinary Shares to be distributed shall be RMB50,396 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 12 December 2025, the dividend payment date for A Shares will be 15 December 2025, and the dividend payment date for H Shares will be 26 January 2026.

The Bank's dividends for Ordinary Shares are denominated and declared in RMB and paid in RMB or HKD equivalent, and the holders of H shares are provided with the option of dividend distribution in RMB. The holders of H shares have the right to choose to receive the interim dividends of H shares in RMB or HKD in whole (HKSCC Nominees Limited may choose to receive the dividends in whole or in part). The HKD exchange rate is the average of the reference exchange rates for RMB to HKD published daily at 11:00 a.m. by the China Foreign Exchange Trade System for the five business days prior to (but excluding) the dispatch date of the dividend currency election form by the Bank to holders of H shares.

For the independent opinions issued by the Independent Directors of the Bank, please refer to the relevant announcement dated 29 August 2025 published by the Bank on the "HKEXnews" website of HKEX (www.hkexnews.hk).

The Proposal on the 2025 Interim Profit Distribution Plan was considered and approved at the meeting of the Board and is now submitted to the Shareholders' Meeting for consideration.

LETTER FROM THE BOARD

3 PROPOSAL ON THE GROUP'S FINANCIAL BOND ISSUANCE PLAN FOR 2026

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' 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 2026 at the group's level (excluding subordinated financial bonds with the nature of replenished capital issued by the Bank) shall be no more than RMB488 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' 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 1 January 2026 to 31 December 2026.

The Proposal on the Group's Financial Bond Issuance Plan for 2026 was considered and approved at the meeting of the Board and is now submitted to the Shareholders' Meeting for consideration.

4 THE ESM

A notice convening the ESM to be held at Head Office of Industrial and Commercial Bank of China Limited, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Friday, 28 November 2025 at 2:50 p.m., is set out on pages 7 to 8 of this circular.

If you intend to appoint a proxy to attend the ESM, 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 ESM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the ESM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

If you intend to attend the ESM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Bank's Board of Directors' Office on or before Tuesday, 25 November 2025.

5 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 ESM.

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



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

**NOTICE OF THE SECOND
EXTRAORDINARY SHAREHOLDERS' MEETING OF 2025**

NOTICE IS HEREBY GIVEN that the second extraordinary shareholders' meeting of 2025 (the "**ESM**") 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 Friday, 28 November 2025 at 2:50 p.m.. The ESM will consider and, if thought fit, pass the following resolutions:

As Ordinary Resolution:

1. Proposal on the 2025 Interim Profit Distribution Plan

As Special Resolution:

2. Proposal on the Group's Financial Bond Issuance Plan for 2026

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

Beijing, PRC
7 November 2025

NOTICE OF ESM

Notes:

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

Holders of H Shares of the Bank are advised that the register of members will be closed from Tuesday, 25 November 2025 to Friday, 28 November 2025 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Bank maintained in Hong Kong at the close of business on Monday, 24 November 2025 are entitled to attend the ESM.

Holders of H Shares who wish to attend the ESM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Monday, 24 November 2025.

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

The Board of the Bank has recommended the 2025 interim dividends for ordinary shares of RMB0.1414 per share (pre-tax) for the period ended 30 June 2025 and, if the 2025 interim profit distribution plan is considered and approved at the ESM, such dividend is expected to be paid no later than Monday, 26 January 2026 to those Shareholders whose names appear on the register of members of the Bank after close of trade on Friday, 12 December 2025. The register of members of H Shares will be closed from Monday, 8 December 2025 to Friday, 12 December 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, 5 December 2025.

(3) Proxy

Shareholders entitled to attend and vote at the ESM 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 ESM 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 ESM 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 ESM in person or by proxy should return the reply slip by hand, by post or by fax to the Bank's Board of Directors' Office or Computershare Hong Kong Investor Services Limited on or before Tuesday, 25 November 2025. The Bank's Board of Directors' Office is located at 55 Fuxingmennei Avenue, Xicheng District, Beijing 100140, PRC (Tel: (86 10) 8101 1187, Fax: (86 10) 6610 6139). The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

(5) Other issues

Shareholders (in person or by proxy) attending the ESM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the ESM shall produce their identification documents.

The ESM starts at 2:50 p.m. Registration for admission to the ESM will take place from 2:00 p.m. to 2:50 p.m..