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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 2026**

NOTICE IS HEREBY GIVEN that the second extraordinary shareholders' meeting of 2026 (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, the People's Republic of China (the **"PRC"**) at 2:50 p.m. on Tuesday, 29 September 2026, to consider and, if thought fit, pass the following resolutions:

Each of resolutions numbered 1, 3, 5, 9 to 12, and 14 shall be proposed and approved as an ordinary resolution and each of resolutions numbered 2, 4, 6 to 8 and 13 shall be proposed and approved as a special resolution.

RESOLUTIONS

1. Proposal on the 2026 Interim Profit Distribution Plan.
2. Proposal on the General Mandate for the Issuance of Shares by ICBC

"THAT:

In accordance with relevant laws and regulations, listing rules of the listing venues of the Bank's securities and the Articles of Association of the Bank (the **"Articles of Association"**), approval is hereby sought from the shareholders' meeting for the grant of a general mandate to the board of directors of the Bank (the **"Board"**) to issue shares (the **"General Mandate"**), the specific proposal is as follows:

- (I) Subject to the conditions set out in paragraph (III) below, the Board be and is hereby unconditionally given approval to exercise, during the Relevant Period (as defined below), all powers of the Bank to separately or concurrently allot, issue and/or deal with the newly issued shares of the Bank (**"Shares"**);
- (II) save that the Board may, during the Relevant Period, enter into or grant offers, agreements, share options or conversion rights that are required or may be required to be conducted, completed or exercised during or after the expiry of the Relevant Period, such authorisation shall not extend beyond the Relevant Period;

(III) the respective number of the newly issued Shares approved by the Board to be allotted, issued and/or dealt with under paragraphs (I) and (II) above, and offers, agreements, share options or conversion rights entered into or granted shall not exceed 10% of the respective number of each of the A Shares (“**A Shares**”) and/or H Shares (“**H Shares**”) of the Bank in issue as at the date of approval of the General Mandate at this shareholders’ meeting, the issue price shall, in principle, be no lower than the average trading price of A Shares for the 20 trading days prior to the Pricing Benchmark Date (and excluding the Pricing Benchmark Date) (rounded up to two decimal places).

(IV) For the purpose of this special resolution:

“Relevant Period” means the period from the date on which this special resolution is passed at the shareholders’ meeting until the earliest of the following three dates:

- (a) the conclusion of the next annual shareholders’ meeting of the Bank;
- (b) the date of expiry of the 12 months following the date of passing of this special resolution;
- (c) the date on which the authority granted to the Board under this special resolution is revoked or varied by a special resolution of the shareholders of the Bank at a shareholders’ meeting.

“Pricing Benchmark Date” means the first day of the issuance period.

(V) The Board is authorised to deal with matters on the change in the registered capital of the Bank, to reflect the Shares authorised to be issued by the Bank pursuant to this special resolution, and to amend the provisions of the Articles of Association relating to the shareholding structure and the registered capital (if applicable) after completion of such issuance as it deems appropriate and necessary, and to take any other necessary actions and complete any other procedures required to effect the issuance of Shares under this resolution.

(VI) To enhance decision-making efficiency and ensure successful issuance, upon the approval by the shareholders’ meeting of the Bank of this resolution on the General Mandate for the issuance of Shares, the Board further delegates the authority to the Chairman, the President and other senior management of the Bank or other separately authorised persons the full power to jointly or individually deal with all matters relating to the issuance of Shares.”

3. Proposal on ICBC's Fulfilment of the Conditions for the Issuance of A Shares to Specific Targets.
- 4.00 Proposal on the Plan for the Issuance of A Shares to Specific Targets by ICBC:
 - 4.01 Type and nominal value of securities to be issued;
 - 4.02 Method and time of issuance;
 - 4.03 Scale and use of proceeds;
 - 4.04 Issuance targets and subscription method;
 - 4.05 Pricing benchmark date, issue price and pricing mechanism;
 - 4.06 Issue size;
 - 4.07 Lock-up period;
 - 4.08 Listing venue;
 - 4.09 Arrangement of accumulated undistributed profits prior to the completion of the issuance;
 - 4.10 Validity period of the resolutions.
5. Proposal on the Discussion and Analysis Report on the Proposal of the Issuance of A Shares to Specific Targets by ICBC
6. Proposal on ICBC Signing the Conditional Share Subscription Agreement with the Ministry of Finance of the People's Republic of China
7. Proposal on ICBC Signing the Conditional Share Subscription Agreement with China National Tobacco Corporation and its Relevant Subsidiaries
8. Proposal on ICBC's introduction of China National Tobacco Corporation and its Relevant Subsidiaries as Strategic Investors and the Execution of the Conditional Strategic Cooperation Agreement
9. Proposal on the Feasibility Analysis Report on the Use of Proceeds from the Issuance of A Shares to Specific Targets by ICBC
10. Proposal on the ICBC's Exemption from Preparing the Report on the Use of Previously Raised Funds.

11. Proposal on the Dilution of the Immediate Returns by the Issuance of A Shares to Specific Targets by the Bank, the Remedial Measures and the Undertakings made by the Relevant Entities in respect of such Measures.
12. Proposal on the Plan of Shareholder Return for the Next Three Years (2026-2028) of ICBC.
13. Proposal to Request the Shareholders' Meeting to Authorise the Board and Persons Authorised by the Board of Directors to Handle Specific Matters relating to the Issuance of A Shares to Specific Targets by ICBC.
14. Proposal on the Exemption of the Ministry of Finance from Making a Tender Offer.

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

Beijing, the PRC
10 September 2026

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 Thursday, 24 September 2026 to Tuesday, 29 September 2026 (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 Wednesday, 23 September 2026 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 Wednesday, 23 September 2026.

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

The Board of the Bank has recommended the 2026 interim dividends for ordinary shares of RMB0.1511 per share (pre-tax) and, if the 2026 Interim Profit Distribution Plan is considered and approved at the ESM, such dividend is expected to be paid no later than Wednesday, 25 November 2026 to those Shareholders whose names appear on the register of members of the Bank after close of trade on Tuesday, 20 October 2026. The register of members of H Shares will be closed from Tuesday, 13 October 2026 to Tuesday, 20 October 2026 (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 Monday, 12 October 2026.

(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 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 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 Thursday, 24 September 2026. 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.

As at the date of this notice, the Board of Directors comprises Mr. LIAO Lin, Mr. LIU Jun, Mr. DUAN Hongtao and Mr. WANG Jingwu as executive directors, Mr. DONG Yang, Ms. ZHONG Mantao and Ms. LIU Fang as non-executive directors, Mr. Norman CHAN Tak Lam, Mr. Herbert WALTER, Mr. Murray HORN, Mr. CHEN Guanting, Mr. LI Weiping and Mr. LEE Kam Hung Lawrence as independent non-executive directors.