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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ICBC 中国工商银行

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 THIRD EXTRAORDINARY SHAREHOLDERS' MEETING OF 2026

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, 27 November 2026 at 2:50 p.m., is set out on pages 9 to 10 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 holders 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, 24 November 2026.

The Chinese and English versions 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 by 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.

9 November 2026

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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 Industrial and Commercial Bank of China Limited, as amended, supplemented or otherwise modified 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 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 third extraordinary shareholders' meeting for the year 2026 of the Bank to be held on 27 November 2026
"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
"RMB"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	holders of Share(s)
"Share(s)"	Ordinary share(s) and/or preference 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

Executive Directors:
Mr. Liao Lin
Mr. Liu Jun
Mr. Duan Hongtao
Mr. Wang Jingwu

Non-executive Directors:
Mr. Dong Yang
Ms. Zhong Mantao
Ms. Liu Fang

Independent non-executive Directors:
Mr. Norman Chan Tak Lam
Mr. Herbert Walter
Mr. Murray Horn
Mr. Chen Guanting
Mr. Li Weiping
Mr. Lee Kam Hung Lawrence

Registered Office:
55 Fuxingmennei Avenue
Xicheng District, Beijing 100140
PRC

Place of Business in Hong Kong:
33/F, ICBC Tower
3 Garden Road
Central, Hong Kong

9 November 2026

To the Shareholders

Dear Sir or Madam,

NOTICE OF THE THIRD EXTRAORDINARY SHAREHOLDERS' MEETING OF 2026

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.

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

As Ordinary Resolution:

(1) Proposal on the Election of Ms. Zhou Ji as Non-executive Director of ICBC

As Special Resolutions:

(2) Proposal on the Issuance of Capital Instruments and Total Loss-Absorbing Capacity Eligible Non-Capital Debt Instruments

(3) Proposal on the Group's Financial Bond Issuance Plan for 2027

2 PROPOSAL ON THE ELECTION OF MS. ZHOU JI AS NON-EXECUTIVE DIRECTOR OF ICBC

In order to ensure the smooth operation of the Board, according to the Company Law of the PRC, the relevant laws and regulations and the relevant requirements under the Articles, the Board considered and approved the Proposal on Nominating Ms. Zhou Ji as Candidate for Non-executive Director of Industrial and Commercial Bank of China Limited, and resolved Ms. Zhou Ji be nominated as candidate for Non-executive Director of the Bank.

For the independent opinions issued by the Independent Non-executive Directors of the Bank, please refer to the relevant announcement dated 30 October 2026 published by the Bank on the "HKEXnews" website of HKEX (www.hkexnews.hk).

It is proposed that the Shareholders' Meeting elect Ms. Zhou Ji as the Non-executive Director of the Bank. The appointment of Ms. Zhou Ji as Non-executive Director of the Bank shall take effect upon consideration and approval at the Shareholders' Meeting and the publication of an announcement by the Bank.

The biography of Ms. Zhou Ji is set out below: Zhou Ji, female, Chinese nationality, was born in 1972. Ms. Zhou Ji joined Central Huijin Investment Ltd. in 2021 and has served as Non-executive Director of Agricultural Bank of China Limited since March 2021. She previously worked as Deputy Director of the Balance of Payments Division and Deputy Director of the Analysis and Forecast Division of the Balance of Payments Department of the State Administration of Foreign Exchange (the "**SAFE**"); Director of the Balance of Payments Statistics Division of the Balance of Payments Department of the SAFE; Deputy Director-General of the Balance of Payments Department and Deputy Director-General of the Capital Account Management Department of the SAFE. Ms. Zhou Ji graduated from the Department of National Economic Management of Renmin University of China, majoring in National Economic Planning and Management, with a Master's Degree, and is a certified public 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 considered in accordance with the relevant procedures and submitted to the Shareholders' 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.

As at the date of this circular, Ms. Zhou Ji 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. Save as disclosed in this circular, Ms. Zhou Ji does not hold any other positions in the Bank or its subsidiaries, she has not held directorships in other listed companies in the last three years, she does not have any relationship with any directors, senior management members, substantial shareholders or controlling shareholders of the Bank, nor does she 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 nomination of Ms. Zhou Ji 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

3 PROPOSAL ON THE ISSUANCE OF CAPITAL INSTRUMENTS AND TOTAL LOSS-ABSORBING CAPACITY ELIGIBLE NON-CAPITAL DEBT INSTRUMENTS

In order to further support the development of the real economy, effectively prevent and control the financial risks, steadily improve the capital strength of the Bank, optimize the capital structure and maintain good market image of the Bank, it is hereby submitted to the Shareholders' Meeting for approval the proposal on the issuance of capital instruments and total loss-absorbing capacity eligible non-capital debt instruments of the Bank in accordance with the following terms and conditions:

(I) Issuance Plan

(1) Issuance amount: no more than RMB950 billion or equivalent in foreign currency; including RMB190 billion that remains unissued out of the RMB800 billion considered and approved at the Annual General Meeting for the Year 2024;

(2) Type of instruments: undated capital bonds and eligible tier 2 capital instruments which meet the relevant requirements as stipulated in the Rules on Capital Management of Commercial Banks; total loss-absorbing capacity non-capital debt instruments which meet the relevant requirements as stipulated in the Administrative Measures on the Total Loss-Absorbing Capacity of Global Systemically Important Banks;

(3) Place and Manner: depending on the Bank's needs and market conditions, to be issued in batches in domestic and overseas markets;

(4) Tenor: same as the ongoing operation term of the Bank for undated capital bonds; not less than 5 years for eligible tier 2 capital instruments; not less than 1 year for total loss-absorbing capacity non-capital debt instruments;

(5) Interest rate: to be determined with reference to market interest rates;

(6) Means of loss absorption: upon the occurrence of triggering events as specified in the issuance document, the loss shall be absorbed through a write-down mechanism for undated capital bonds and eligible tier 2 capital instruments; upon the occurrence of disposal, the loss shall be absorbed through a write-down mechanism for total loss-absorbing capacity non-capital debt instruments;

(7) Use of proceeds: undated capital bonds and eligible tier 2 capital instruments to replenish capital of the Bank, total loss-absorbing capacity non-capital debt instruments to replenish total loss-absorbing capacity of the Bank;

(8) Term of validity of the resolution: shall be valid from the date of approval by the Shareholders' Meeting and will remain valid until 24 months after the date of approval by the National Financial Regulatory Administration.

(II) Matter for authorization

Subject to approval and grant of authority by the Shareholders' Meeting to the Board, the Board delegates the full power and authority to the senior management to handle all matters relating to the issuance of such undated capital bonds, eligible tier 2 capital instruments and total loss-absorbing capacity non-capital debt instruments at an appropriate time in accordance with the regulations and approval requirements promulgated by relevant regulatory authorities, including but not limited to deciding on related matters such as time of issuance, batch, amount, currency, tenor, interest rate, market and manner of issuance in accordance with market conditions, the Bank's asset and liability structure and other factors. The term of such authorization shall commence on the date of approval of this proposal by the Shareholders' Meeting of the Bank and shall be valid until 24 months after the date of approval by the National Financial Regulatory Administration; the Board delegates the full power and authority to the senior management to handle all related matters such as interest payment, redemption and write-down in accordance with the regulations and approval requirements promulgated by relevant regulatory authorities during the term of such capital instruments.

The Proposal on the Issuance of Capital Instruments and Total Loss-Absorbing Capacity Eligible Non-Capital Debt Instruments was considered and approved at the meeting of the Board and is now submitted to the Shareholders' Meeting for consideration.

4 PROPOSAL ON THE GROUP'S FINANCIAL BOND ISSUANCE PLAN FOR 2027

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 2027 at the group's level (excluding subordinated financial bonds with the nature of replenished capital issued by the Bank) shall be no more than RMB350 billion. 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 2027 to 31 December 2027.

The Proposal on the Group's Financial Bond Issuance Plan for 2027 was considered and approved at the meeting of the Board and is now submitted to the Shareholders' Meeting for consideration.

5 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, 27 November 2026 at 2:50 p.m., is set out on pages 9 to 10 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 holders 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, 24 November 2026.

6 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 THIRD EXTRAORDINARY SHAREHOLDERS' MEETING OF 2026

NOTICE IS HEREBY GIVEN that the third 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, PRC on Friday, 27 November 2026 at 2:50 p.m. The ESM will consider and, if thought fit, pass the following resolutions:

As Ordinary Resolution:

1. Proposal on the Election of Ms. Zhou Ji as Non-executive Director of ICBC

As Special Resolutions:

2. Proposal on the Issuance of Capital Instruments and Total Loss-Absorbing Capacity Eligible Non-Capital Debt Instruments

3. Proposal on the Group's Financial Bond Issuance Plan for 2027

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

Beijing, PRC
9 November 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 Tuesday, 24 November 2026 to Friday, 27 November 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 Monday, 23 November 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 Monday, 23 November 2026.

(2) 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.

(3) 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, 24 November 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).

(4) 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.