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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

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2018

NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2018 (the “**AGM**”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) will be held at Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong and at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC concurrently by video conference on Thursday, 20 June 2019 at 2:30 p.m. to consider and, if thought fit, to pass the following ordinary resolutions set out in items 1 to 9 and the special resolution set out in item 10, and to hear the reports set out in items 11 to 13 below:

As Ordinary Resolutions:

1. Proposal on the 2018 Work Report of the Board of Directors of Industrial and Commercial Bank of China Limited
2. Proposal on the 2018 Work Report of the Board of Supervisors of Industrial and Commercial Bank of China Limited
3. Proposal on the 2018 Audited Accounts
4. Proposal on the 2018 Profit Distribution Plan
5. Proposal on Fixed Asset Investment Budget for 2019
6. Proposal on the Engagement of Auditors for 2019
7. Proposal on the Election of Mr. Yang Siu Shun as Independent Director of Industrial and Commercial Bank of China Limited
8. Proposal on the Election of Mr. Zhang Wei as Shareholder Supervisor of Industrial and Commercial Bank of China Limited

9. Proposal on the Election of Mr. Shen Bingxi as External Supervisor of Industrial and Commercial Bank of China Limited

As Special Resolution:

10. Proposal on the General Mandate to Issue Shares by Industrial and Commercial Bank of China Limited, details of which are as follows:

To continuously enhance the capital strength of Industrial and Commercial Bank of China Limited (the “**Bank**”) and to raise the capital management level, it is proposed that a general mandate to issue shares be granted by the general meeting of shareholders, in particular, to separately or concurrently authorise, issue and deal with such number of new A shares and/or H shares, preference shares and/or options (including warrants, convertible bonds, preference shares that can be convertible into A shares and/or H shares and any other securities carrying rights of subscription for or conversion into shares) representing not more than 20% of the respective number of A shares and H shares existing as at the date of the approval of this general mandate by the general meeting of shareholders. Details of the proposal on the general mandate to issue shares are set out below:

- (1) subject to paragraph (3) of this proposal below, the board of directors of the Bank 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 authorise, issue and deal with the newly issued A shares, H shares and preference shares of the Bank (collectively, the “**Shares**”);
- (2) subject to the approval under paragraph (1) above and subject to paragraph (3) below, the board of directors be and is hereby authorised to enter into or grant, during the Relevant Period (as defined below), offers, agreements and/or options (including warrants, convertible bonds, preference shares that can be convertible into A shares and/or H shares and any other securities carrying rights of subscription for or conversion into Shares) which require or may require Shares to be allotted and issued during or after the expiry of the Relevant Period, and to authorise, issue and deal with the Shares that are required or may be required to be allotted and issued under such offers, agreements and options;
- (3) the respective aggregate amounts of A shares, H shares and/or preference shares (calculated based on the number of A shares and/or H shares to be fully converted from preference shares at the mandatory conversion price) authorised, issued and dealt with by the board of directors, and offers, agreements and/or options (including warrants, convertible bonds that can be convertible into A shares and/or H shares and any other securities carrying rights of subscription for or conversion into Shares), in each case, calculated based on the number of A shares and/or H shares to be issued or fully converted from such securities, entered into or granted by the board of directors, in accordance with the approvals granted under paragraphs (1) and (2) above shall not exceed 20% of the respective amounts of existing A shares and/or H shares as at the date of the passing of this special resolution;

(4) for the purpose of this special resolution,

“Relevant Period” means the period from the date of passing this special resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Bank;
 - (ii) the expiration of the 12-month period from the date of passing of this special resolution; and
 - (iii) the date on which the authority granted to the board of directors set out in this special resolution is revoked or varied by a special resolution of the shareholders at a general meeting of shareholders;
- (5) the board of directors be and is hereby authorised to deal with matters relating to the change in the registered capital of the Bank to reflect the number of Shares to be issued by the Bank pursuant to this special resolution, to make such appropriate and necessary amendments to the provisions of the articles of association of the Bank relating to the shareholding structure after the issuance of Shares and the registered capital (if applicable) as they think fit and necessary and to take any other action and complete any formality required to effect the issuance of Shares pursuant to this proposal.

To enhance decision making efficiency and ensure successful issuance, the board of directors be and is hereby authorised by the general meeting of shareholders to delegate to the Chairman, Vice Chairman, President and any person authorised by the Chairman, the full power and authority to, jointly or individually, deal with all matters relating to the issuance of Shares.

Other Items:

- 11. Work Report of Independent Non-executive Directors of Industrial and Commercial Bank of China Limited for 2018
- 12. Report concerning the Special Report on Related Party Transactions of Industrial and Commercial Bank of China Limited in 2018
- 13. Report on the Implementation of the Plan on Authorisation of the Shareholders’ General Meeting to the Board of Directors of Industrial and Commercial Bank of China Limited in 2018

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

Beijing, PRC
30 April 2019

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

Holders of H shares of the Bank (the “**H Shares**”) are advised that the register of members will be closed from Wednesday, 22 May 2019 to Thursday, 20 June 2019 (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 Tuesday, 21 May 2019 are entitled to attend the AGM.

Holders of H Shares who wish to attend the AGM 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 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Tuesday, 21 May 2019.

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

The board of directors of the Bank has recommended a dividend of RMB0.2506 per share (pre-tax) for the year ended 31 December 2018 and, if such dividend is declared by the shareholders passing Resolution 4, it is expected to be paid no later than Tuesday, 23 July 2019 to those shareholders whose names appear on the register of members of the Bank after close of trade on Tuesday, 2 July 2019. The register of members of H Shares will be closed from Thursday, 27 June 2019 to Tuesday, 2 July 2019 (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 Wednesday, 26 June 2019.

(3) Proxy

Shareholders entitled to attend and vote at the AGM 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 or by post not less than 24 hours before the time fixed for holding the AGM 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 AGM 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 AGM 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 Friday, 31 May 2019. The Bank’s Board of Directors’ Office is located at No. 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 AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identification documents.

The AGM starts at 2:30 p.m.. Registration for admission to the AGM will take place from 1:30 p.m. to 2:30 p.m..

As at the date of this announcement, the board of directors comprises Mr. GU Shu as executive director, Mr. ZHENG Fuqing, Ms. MEI Yingchun, Mr. DONG Shi and Mr. YE Donghai as non-executive directors, Mr. Anthony Francis NEOH, Mr. YANG Siu Shun, Ms. Sheila Colleen BAIR, Mr. SHEN Si, Mr. Nout WELLINK and Mr. Fred Zulu HU as independent non-executive directors.