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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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: 4603**

**EUR Preference Shares Stock Code: 4604**

**RMB Preference Shares Stock Code: 84602**

## **NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2020**

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A notice convening the EGM to be held at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Wednesday, 8 January 2020 at 2:50 p.m., is set out on pages 5 to 6 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 Thursday, 19 December 2019.

The Chinese and English versions of the circular and the enclosed proxy form and reply slip are available on the Bank's website at [www.icbc-ltd.com](http://www.icbc-ltd.com) and the HKEXnews website of HKEX at [www.hkexnews.hk](http://www.hkexnews.hk). You may download or access the aforesaid documents by clicking "Investor Relations" on the homepage of 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.

10 December 2019

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## DEFINITION

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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 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, USD Preference Shares Stock Code: 4603, EUR Preference Shares Stock Code: 4604 and RMB Preference Shares Stock Code: 84602) 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 first extraordinary general meeting for the year 2020 of the Bank to be held on 8 January 2020
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HKEX”	Hong Kong Exchanges and Clearing Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	The Rules Governing the Listing of Securities on 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
“Shareholders”	holders of Shares
“Shares”	Ordinary shares and/or preference shares



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***Executive Directors:***

Mr. Chen Siqing  
Mr. Gu Shu  
Mr. Hu Hao

***Registered Office:***

No. 55 Fuxingmennei Avenue  
Xicheng District, Beijing 100140  
PRC

***Non-executive Directors:***

Mr. Ye Donghai  
Mr. Zheng Fuqing  
Ms. Mei Yingchun  
Mr. Dong Shi  
Mr. Lu Yongzhen

***Place of Business in Hong Kong:***

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

***Independent non-executive Directors:***

Mr. Anthony Francis Neoh  
Mr. Yang Siu Shun  
Ms. Sheila Colleen Bair  
Mr. Shen Si  
Mr. Nout Wellink  
Mr. Fred Zulu Hu

10 December 2019

*To the Shareholders*

Dear Sir or Madam,

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2020**

**1 INTRODUCTION**

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

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## LETTER FROM THE BOARD

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

**As Ordinary Resolution:**

- (1) Proposal on the Election of Mr. Yang Guozhong as Shareholder Supervisor of Industrial and Commercial Bank of China Limited

**2 PROPOSAL ON THE ELECTION OF MR. YANG GUOZHONG AS SHAREHOLDER SUPERVISOR OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED**

On 6 December 2019, the board of supervisors of the Bank considered and approved the Proposal on the Nomination of Mr. Yang Guozhong as Candidate of Shareholder Supervisor of Industrial and Commercial Bank of China Limited at the meeting of the board of supervisors, and nominated Mr. Yang Guozhong as candidate of Shareholder Supervisor of the Bank. An ordinary resolution will be proposed at the EGM to consider and approve the election of Mr. Yang Guozhong as Shareholder Supervisor of the Bank, and his term of office will commence on the date when the approval from the EGM is obtained.

The biography of Mr. Yang Guozhong is set out below: Mr. Yang Guozhong, male, Chinese nationality, was born in October 1963. Mr. Yang Guozhong has served as Deputy President of Chongqing Branch of the People's Bank of China and concurrently served as Deputy President of Chongqing Branch of State Administration of Foreign Exchange from November 1997 to September 2003; Mr. Yang Guozhong has served as President of Chongqing Operation Office of the People's Bank of China and concurrently served as President of Chongqing Administrative Office of State Administration of Foreign Exchange from September 2003 to October 2007; Mr. Yang Guozhong has served as President of Operation Office (Beijing) of the People's Bank of China and concurrently served as President of Beijing Administrative Office of State Administration of Foreign Exchange from October 2007 to September 2011; he served as Head of the Discipline Inspection Group of the CPC Leading Group of the SAFE from September 2011 to November 2015; as Deputy Administrator of State Administration of Foreign Exchange from November 2015 to July 2018; and as Chairman of the Board of Supervisors of China Investment Corporation from July 2018. Mr. Yang Guozhong graduated from Zhongnan University of Finance and Economics in 1987 and obtained a Master's degree in Economics. Mr. Yang Guozhong is a senior economist.

Save as disclosed above, Mr. Yang Guozhong has not held any directorships in listed companies in the last three years, he does not have any relationship with any directors, senior management members, substantial shareholders or controlling shareholders of the Bank, and does not hold any interests in the shares of the Bank within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance.

According to the Articles of the Bank, the term of each supervisor is three years, and a supervisor is eligible for re-election upon expiry of his/her term. The remuneration of Shareholder Supervisor of the Bank shall follow the relevant regulations. The remuneration plan will be submitted to the shareholders' general meeting for consideration and approval after being considered according to relevant procedures. Details of the remuneration of the supervisors of the Bank are available in the Bank's annual reports and relevant announcements.

Save as disclosed in this circular, there are no other matters relating to the election of Mr. Yang Guozhong that need to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

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## LETTER FROM THE BOARD

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### 3 THE EGM

A notice convening the EGM to be held at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Wednesday, 8 January 2020 at 2:50 p.m., is set out on pages 5 to 6 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 Thursday, 19 December 2019.

### 4 RECOMMENDATION

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

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



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## NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2020

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of 2020 (the “**EGM**”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) will be held at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Wednesday, 8 January 2020 at 2:50 p.m. to consider and, if thought fit, to pass the following resolution:

### **As Ordinary Resolution:**

1. Proposal on the Election of Mr. Yang Guozhong as Shareholder Supervisor of Industrial and Commercial Bank of China Limited

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

Beijing, PRC  
10 December 2019

*Notes:*

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

Holders of H shares of the Bank (the “**H Shares**”) are advised that the register of members will be closed from Saturday, 28 December 2019 to Wednesday, 8 January 2020 (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, 27 December 2019 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, 27 December 2019.

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## NOTICE OF EGM

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**(2) 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 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 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.

**(3) 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 Thursday, 19 December 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).

**(4) Other issues**

The EGM is expected to last for half a day. 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 show 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.