
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular together with the accompanying supplemental proxy form 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.



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

EUR Preference Shares Stock Code: 4604

USD Preference Shares Stock Code: 4620

**SUPPLEMENTAL NOTICE OF
THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021**

The EGM will be held as originally scheduled at Industrial and Commercial Bank of China Limited, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Thursday, 25 November 2021 at 2:50 p.m.

A supplemental notice of the EGM is set out on pages 5 to 6 of this supplemental circular.

The Chinese and English versions of this supplemental circular and the accompanying supplemental proxy form are available on the Bank's website at (www.icbc-ltd.com) and the "HKEXnews" website of the Hong Kong Exchanges and Clearing Limited (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 supplemental circular, the Chinese version shall prevail.

TABLE OF CONTENTS

	<i>Page</i>
DEFINITION	1
LETTER FROM THE BOARD	2
1 INTRODUCTION	2
2 PROPOSAL ON ISSUING ELIGIBLE TIER 2 CAPITAL INSTRUMENTS	3
3 THE EGM	4
4 RECOMMENDATION	4
SUPPLEMENTAL NOTICE OF EGM	5

DEFINITION

In this supplemental 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 and offshore preference shares of which are listed on the Hong Kong Stock Exchange (H Shares Stock Code: 1398, EUR Preference Shares Stock Code: 4604 and USD Preference Shares Stock Code: 4620), 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 second extraordinary general meeting for the year 2021 of the Bank to be held on 25 November 2021
“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



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

EUR Preference Shares Stock Code: 4604

USD Preference Shares Stock Code: 4620

Executive Directors:

Mr. Chen Siqing
Mr. Liao Lin
Mr. Wang Jingwu

Registered Office:

55 Fuxingmennei Avenue
Xicheng District, Beijing 100140
PRC

Non-executive Directors:

Mr. Lu Yongzhen
Mr. Zheng Fuqing
Mr. Feng Weidong
Ms. Cao Liquan
Ms. Chen Yifang

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
Mr. Shen Si
Mr. Nout Wellink
Mr. Fred Zulu Hu

9 November 2021

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL NOTICE OF
THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021**

1 INTRODUCTION

Reference is made to the circular of the Bank (“**Original Circular**”) and the notice of EGM (“**Original Notice**”) dated 11 October 2021, which set out the time and venue of the EGM and contain the resolutions to be tabled before the EGM for Shareholders’ approval. This supplemental circular should be read together with the Original Circular.

LETTER FROM THE BOARD

At the request of the Board, Central Huijin Investment Ltd., a Shareholder holding approximately 34.71% of the voting Shares, submitted to the Bank in writing the Proposal on Issuing Eligible Tier 2 Capital Instruments to the Second Extraordinary General Meeting of 2021 for consideration and approval. The Board received the abovementioned proposal on 9 November 2021 and, pursuant to the relevant requirements, it is hereby announced that the Board has included the abovementioned interim proposal in the agenda of this EGM.

The purpose of this supplemental circular is to set out the supplemental notice of EGM, and to provide you with information regarding the abovementioned proposal to be considered at the EGM. Save as set out in this supplemental circular, no changes have been made to matters in relation to the EGM as set out in the Original Circular and Original Notice.

2 PROPOSAL ON ISSUING ELIGIBLE TIER 2 CAPITAL INSTRUMENTS

In order to enhance the ability to serve the real economy, strengthen the ability to resist risks, promote capital strength of the Bank, optimize capital structure and maintain a good market image, the Board of Directors decided to submit to the General Meeting of Shareholders for approval of the issuance of eligible tier 2 capital instruments in accordance with the following terms and conditions:

- (1) Total issuance amount: no more than RMB200 billion or an equivalent value in foreign currency;
- (2) Type of instrument: eligible tier 2 capital instruments, which meet the relevant requirements as stipulated in the Regulation Governing Capital of Commercial Banks (Provisional), and may be applied to replenish the capital of commercial banks;
- (3) Issuing market: includes domestic and overseas markets;
- (4) Tenor: not less than 5 years;
- (5) 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;
- (6) Issuing interest rate: to be determined with reference to the market interest rates;
- (7) Use of proceeds: to replenish the Bank's tier 2 capital;
- (8) Term of validity of the resolution: 24 months from the date of approval by the General Meeting of Shareholders.

Subject to approval and grant of authority by the General Meeting of Shareholders to the Board, the Board delegates the full power and authority to the Senior Management members to jointly or individually handle all matters relating to the issuance of such eligible tier 2 capital instruments in accordance with the regulations and approval requirements promulgated by relevant regulatory authorities, subject to the framework and principles as approved by the General Meeting of Shareholders. The term of such authorization shall be 24 months from the date of approval of such eligible tier 2 capital instruments by the General Meeting of Shareholders of the Bank. The Senior Management members of the Bank shall be authorized during the term of such eligible tier 2 capital instruments 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.

LETTER FROM THE BOARD

This Proposal on Issuing Eligible Tier 2 Capital Instruments was considered and approved at the meeting of the Board which was held on 29 October 2021 and is now submitted to the General Meeting of Shareholders for consideration.

3 THE EGM

A supplemental proxy form (the “**Supplemental Proxy Form**”) in respect of the abovementioned proposal is enclosed with this supplemental circular. The proxy form issued by the Bank along with the Original Circular (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H Share registrar of the Bank.

Shareholders are entitled to appoint one or more proxies to attend the EGM, but only one of the proxies can be designated to vote at the EGM. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the EGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the EGM.

Please refer to the Original Notice for details in respect of other resolutions to be passed at the EGM, eligibility for attending the EGM, proxy, registration procedures, closure of register of members and other relevant matters.

4 RECOMMENDATION

The Board considers that the abovementioned 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 resolutions which will be proposed at the EGM.

**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

EUR Preference Shares Stock Code: 4604

USD Preference Shares Stock Code: 4620

**SUPPLEMENTAL NOTICE OF
THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021**

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) and the notice of the second extraordinary general meeting of 2021 of the Bank (the “**EGM**”) dated 11 October 2021 (the “**Original Notice**”), which contain the resolutions to be tabled before the EGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM to be held as originally scheduled at the head office of Industrial and Commercial Bank of China Limited, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Thursday, 25 November 2021 at 2:50 p.m., will consider and, if thought fit, pass the following resolution, which was submitted by Central Huijin Investment Ltd., a shareholder of the Bank, in compliance with the laws and the articles of association of the Bank, in addition to the resolutions set out in the Original Notice:

As Special Resolution:

7. Proposal on Issuing Eligible Tier 2 Capital Instruments

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

Beijing, PRC
9 November 2021

SUPPLEMENTAL NOTICE OF EGM

Notes:

- (1) Details of the abovementioned resolution is set out in the supplemental circular of the Bank dated 9 November 2021 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice of EGM, capitalised terms used in this supplemental notice of EGM shall have the same meanings as those defined in the Supplemental Circular.
- (2) A supplemental proxy form (the “**Supplemental Proxy Form**”) containing resolution numbered 7 mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Bank along with the Original Circular (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H Share registrar of the Bank.
- (3) If you intend to appoint a proxy to attend the EGM, you are requested to complete the accompanying Supplemental Proxy Form in accordance with the instructions printed thereon. To be valid, the Supplemental 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 of the Bank. 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 Supplemental Proxy Form will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you so wish, but in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Shareholders are entitled to appoint one or more proxies to attend the EGM, but only one of the proxies can be designated to vote at the EGM. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the EGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the EGM.

In order to prevent the spread of Novel Coronavirus (COVID-19) and ensure the health and safety of the Shareholders, it is suggested that Shareholders consider appointing the chairman of the meeting as his/her proxy to vote at the meeting instead of attending the EGM in person.

- (5) Please refer to the Original Notice for details in respect of other resolutions to be considered at the EGM, eligibility for attending the EGM, proxy, registration procedures, closure of register of members and other relevant matters.