
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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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: 4620

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2021

A notice convening the AGM to be held at Head Office Conference Room, ICBC, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC and Conference Room of ICBC, Building 11, Fenghuiyuan, Xicheng District, Beijing, PRC concurrently by video conference on Thursday, 23 June 2022 at 2:50 p.m., is set out on pages 111 to 113 of this circular.

If you intend to appoint a proxy to attend the AGM, 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 or by post not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM 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 AGM 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 Friday, 3 June 2022.

The Chinese and English versions of this circular and the accompanying form of proxy and reply slip are available on the Bank's website at www.icbc-ltd.com and the "HKEXnews" website of HKEX (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.

6 May 2022

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DEFINITION

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 ordinary share capital of the Bank, which are listed on the Shanghai Stock Exchange and traded in RMB
“AGM”	the Annual General Meeting for the Year 2021 of the Bank to be held on 23 June 2022
“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 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 People’s Republic of China
“Directors”	the directors of the Bank
“H Shares”	overseas listed foreign shares of RMB1.00 each in the ordinary share capital 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
“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”	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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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: 4620

Executive Directors:

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

Non-executive Directors:

Mr. Lu Yongzhen
Mr. Feng Weidong
Ms. Cao Liquan
Ms. Chen Yifang
Mr. Dong Yang

Independent non-executive Directors:

Mr. Anthony Francis Neoh
Mr. Yang Siu Shun
Mr. Shen Si
Mr. Fred Zulu Hu

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

6 May 2022

To the Shareholders

Dear Sir or Madam,

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2021

1 INTRODUCTION

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

LETTER FROM THE BOARD

At the AGM, ordinary resolutions set out in items (1) to (10), and special resolution set out in item (11) will be considered, and if thought fit, to be passed, and the reports set out in items (12) to (14) below will be heard:

As Ordinary Resolutions:

- (1) Proposal on the 2021 Work Report of the Board of Directors of ICBC
- (2) Proposal on the 2021 Work Report of the Board of Supervisors of ICBC
- (3) Proposal on the 2021 Audited Accounts
- (4) Proposal on the 2021 Profit Distribution Plan
- (5) Proposal on the Fixed Asset Investment Budget for 2022
- (6) Proposal on the Engagement of the External Auditors for 2022
- (7) Proposal on the Election of Mr. Chen Siqing as Executive Director of ICBC
- (8) Proposal on the Election of Mr. Norman Chan Tak Lam as Independent Director of ICBC
- (9) Proposal on the Election of Mr. Fred Zulu Hu as Independent Director of ICBC
- (10) Proposal on the Election of Mr. Liu Lanbiao as External Supervisor of ICBC

As Special Resolution:

- (11) Proposal on Reviewing the Articles of Association of Industrial and Commercial Bank of China Limited (2022 Version)

As Reporting Items:

- (12) Report Concerning the Special Report on Related Party Transactions of ICBC in 2021
- (13) Work Report of Independent Directors of ICBC for 2021
- (14) Report on the Implementation of the Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of ICBC in 2021

2 PROPOSAL ON THE 2021 PROFIT DISTRIBUTION PLAN

Pursuant to the provisions of relevant laws and regulatory requirements, the 2021 profit distribution plan is as follows:

- (1) RMB32,494 million will be appropriated to the statutory reserve.
- (2) RMB97,505 million will be appropriated to the general reserve.

LETTER FROM THE BOARD

- (3) The record date for A shares and H shares will be Monday, 11 July 2022, the dividend payment date for A shares will be Tuesday, 12 July 2022, and the dividend payment date for H shares will be Wednesday, 27 July 2022. Dividend on ordinary shares of the Bank will be denominated and declared in RMB, and will be paid in RMB or in HKD equivalent, converted at the median exchange rate published by the People's Bank of China on the date of the AGM. Based on 356,406,257,089 ordinary shares, a cash dividend of RMB2.933 per 10 shares (pre-tax) will be paid. The total amount of dividends for ordinary shares to be distributed shall be RMB104,534 million (representing an increase of RMB9,730 million or 10.3% as compared to the previous year), amounting for 30.0% of the net profit attributable to equity holders of the parent company and 30.9% of the net profit attributable to holders of ordinary shares of the parent company.
- (4) For the year 2021, capital reserve will not be converted into capital of the Bank.

The Proposal on the 2021 Profit Distribution Plan was considered and approved at the meeting of the Board which was held on 30 March 2022 and is now submitted to the General Meeting of Shareholders for consideration.

3 PROPOSAL ON THE FIXED ASSET INVESTMENT BUDGET FOR 2022

Based on the strategic plan and overall business development needs of Industrial and Commercial Bank of China Limited for 2022 and in combination with the government's relevant policy requirements, the Bank proposes to arrange approximately RMB17.5 billion in investments in fixed assets for the year 2022, details are as follows:

Unit: in RMB 100 millions

Item	Investment Plan for 2022
Financial Technology	70
Channel Construction	69
Infrastructure	36
Total	175

(1) RMB7.0 billion for investment in financial technology

It is mainly used for IT investment such as IT construction of the Head Office and branches and self-service facilities.

(2) RMB6.9 billion for investment in channel construction

It is mainly used for outlet optimization, outlet decoration, supporting facilities and equipment and other channel construction projects.

(3) RMB3.6 billion for investment in infrastructure

It is mainly used for arranging the relocation of the buildings of certain branches, purchases and construction, repairs of maintenance nature, and construction of general business buildings necessary for business development such as intensive operation centres of the Head Office level, archive repositories and cash operation centers, and renewal of transportation equipment such as business cars for daily use.

LETTER FROM THE BOARD

All fixed assets investments are in compliance with the relevant provisions of the State.

The Proposal on the Fixed Asset Investment Budget for 2022 was considered and approved at the meeting of the Board which was held on 15 January 2022 and is now submitted to the General Meeting of Shareholders for consideration.

4 PROPOSAL ON THE ENGAGEMENT OF THE EXTERNAL AUDITORS FOR 2022

Pursuant to relevant requirements of the Ministry of Finance on the selection of accounting firms by state-owned financial enterprises and the results of the auditors bidding and selection of the Bank, and in order to satisfy the relevant domestic and international regulatory requirements for listed commercial banks, the Bank proposes to continue to engage Deloitte Touche Tohmatsu Certified Public Accountants LLP as the domestic external auditor of the Bank for 2022 and Deloitte Touche Tohmatsu as the international external auditor of the Bank for 2022. Deloitte Touche Tohmatsu Certified Public Accountants LLP will audit the financial statements to be prepared by the Bank in accordance with the PRC GAAP, and Deloitte Touche Tohmatsu will audit the financial statements to be prepared by the Bank in accordance with the International Financial Reporting Standards, including the 2022 annual audit, interim review, the agreed-upon procedures regarding quarterly financial information, the internal control audit service and other professional services not affecting the independence of the audit work according to regulatory requirements and the requirements of the General Meeting of Shareholders and the Board.

According to the centralized procurement results, the fees of the group consolidated and parent company audit for 2022 shall be RMB104.00 million (same as the audit fees for year 2021), which include service fees for agreed-upon procedures regarding each of the first and third quarters being RMB3.75 million, service fees for interim review being RMB26.90 million, service fees for annual audit being RMB60.80 million and service fees for internal control audit being RMB8.80 million.

The Proposal on the Engagement of the External Auditors for 2022 was considered and approved at the meeting of the Board which was held on 30 March 2022 and is now submitted to the General Meeting of Shareholders for consideration.

5 PROPOSAL ON THE ELECTION OF MR. CHEN SIQING AS EXECUTIVE DIRECTOR OF ICBC

The term of office of Mr. Chen Siqing as Executive Director of the Bank expires in May 2022, and he is eligible for re-election upon the expiry of his term in accordance with relevant regulations. In order to ensure the smooth operation of the Board, in accordance with the Company Law, relevant laws and regulations and the relevant requirements under the Articles, the Board considered and approved the Proposal on the Nomination of Mr. Chen Siqing as Candidate for Executive Director of Industrial and Commercial Bank of China Limited and Retention of Relevant Posts in the Board of Directors on 30 March 2022, and resolved Mr. Chen Siqing be nominated as candidate for re-election as Executive Director of the Bank.

It is proposed that the General Meeting of Shareholders elects Mr. Chen Siqing as the Executive Director of the Bank. The new term of office of Mr. Chen Siqing as Executive Director of the Bank will commence on the date when the approval from the General Meeting of Shareholders of the Bank is obtained. Mr. Chen Siqing shall retain his previous posts as Chairman of the Board and chairman and member of the Strategy Committee after the General Meeting of Shareholders of the Bank approves his re-election as Executive Director of the Bank.

LETTER FROM THE BOARD

The biography of Mr. Chen Siqing is set out below: Chen Siqing, male, Chinese nationality, born in 1960. Mr. Chen Siqing has served as Chairman and Executive Director of the Bank since May 2019. He joined Bank of China in 1990. Mr. Chen Siqing previously worked in the Hunan Branch of Bank of China before he was dispatched to the Hong Kong Branch of China and South Sea Bank Ltd. as Assistant General Manager. Mr. Chen held various positions in Bank of China, including Assistant General Manager and Vice General Manager of the Fujian Branch, General Manager of the Risk Management Department of the Head Office, General Manager of the Guangdong Branch, Executive Vice President, President, Vice Chairman and Chairman of Bank of China. Mr. Chen served concurrently as Chairman of the Board of Directors of BOC Aviation Limited, Non-executive Director, Vice Chairman and Chairman of the Board of Directors of BOC Hong Kong (Holdings) Limited. Mr. Chen graduated from Hubei Institute of Finance and Economics, and obtained a Master's degree in Business Administration (MBA) from Murdoch University, Australia. He is a Certified Public Accountant and a senior economist.

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 approved in accordance with the relevant procedures and submitted to the General Meeting of Shareholders 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.

Save as disclosed in this circular, as at the date of this circular, Mr. Chen Siqing has not held directorships in other listed companies in the last three years, he does not have any affiliation or interest relationship with any other directors, supervisors, senior management members, substantial shareholders or controlling shareholders of the Bank, nor is he disqualified from being a director in a listed company pursuant to Rule 3.2.2 of the No. 1 Self-Regulation Guidelines for Listed Companies of the Shanghai Stock Exchange — Standardized Operation, nor does he 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 election of Mr. Chen Siqing 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 Listing Rules.

6 PROPOSAL ON THE ELECTION OF MR. NORMAN CHAN TAK LAM AS INDEPENDENT DIRECTOR OF ICBC

In order to ensure the smooth operation of the Board, in accordance with the Company Law, relevant laws and regulations and the relevant requirements under the Articles, the Board considered and approved the Proposal on the Nomination of Mr. Norman Chan Tak Lam as Candidate for Independent Director of Industrial and Commercial Bank of China Limited on 29 April 2022, and resolved Mr. Norman Chan Tak Lam be nominated as candidate for Independent Director of the Bank. The Board is of the view that, Mr. Norman Chan Tak Lam has rich experience and solid professionalism in the field of economics and finance, which is in line with the Bank's development strategy. As such, Mr. Norman Chan Tak Lam's track records and experience and his professional strengths can provide the Board with valuable views and can promote the diversity of the Board membership. Besides, after reviewing the track records and the Declaration of Candidate for Independent Director of Mr. Norman Chan Tak Lam, the Board is satisfied with the independence of Mr. Norman Chan Tak Lam as a candidate of Independent Director.

LETTER FROM THE BOARD

It is proposed that the General Meeting of Shareholders elects Mr. Norman Chan Tak Lam as the Independent Director of the Bank. The election of Mr. Norman Chan Tak Lam as Independent Director of the Bank is subject to the approval of the CBIRC.

The biography of Mr. Norman Chan Tak Lam is set out below: Norman Chan Tak Lam, male, Chinese nationality, born in October 1954. Mr. Chan currently serves as Chairman of the Board of Directors of RD Wallet Technologies Limited, Chairman of the Board of Directors of RD ezLink Limited, Senior Adviser of the Hong Kong Academy of Finance and Chairman of the Board of Trustees of Chung Chi College of The Chinese University of Hong Kong. He previously served as Chief Executive of the Hong Kong Monetary Authority, Deputy Director of the Office of the Exchange Fund of Hong Kong, Director of the Chief Executive's Office of the Hong Kong Special Administrative Region Government and Vice Chairman, Asia of Standard Chartered Bank. Mr. Chan obtained a Bachelor's degree in Social Sciences from The Chinese University of Hong Kong in 1976, an Honorary Fellowship from The Chinese University of Hong Kong in 2003, an Honorary Doctorate of Business Administration from City University of Hong Kong in 2020 and an Honorary Doctorate of Business Administration from Lingnan University in 2021. Mr. Chan was awarded the Silver Bauhinia Star by the Hong Kong Special Administrative Region in 1999 and the Gold Bauhinia Star by the Hong Kong Special Administrative Region in 2012. He was appointed as a Fellow of The Hong Kong Institute of Bankers in 2012. He was awarded the IFTA FinTech Achievement Award in 2020, the Leadership Lifetime Achievement Award by The Asian Banker in 2021 and was appointed as Honorary Advisory President by The Hong Kong Institute of Bankers in 2022.

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 approved in accordance with the relevant procedures and submitted to the General Meeting of Shareholders 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.

Save as disclosed in this circular, as at the date of this circular, Mr. Norman Chan Tak Lam has not held directorships in other listed companies in the last three years, he does not have any affiliation or interest relationship with any other directors, supervisors, senior management members, substantial shareholders or controlling shareholders of the Bank, nor is he disqualified from being a director in a listed company pursuant to Rule 3.2.2 of the No. 1 Self-Regulation Guidelines for Listed Companies of the Shanghai Stock Exchange — Standardized Operation, nor does he 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 election of Mr. Norman Chan Tak Lam 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 Listing Rules.

LETTER FROM THE BOARD

7 PROPOSAL ON THE ELECTION OF MR. FRED ZULIU HU AS INDEPENDENT DIRECTOR OF ICBC

The term of office of Mr. Fred Zulu Hu as Executive Director of the Bank expires in April 2022, and he is eligible for re-election upon the expiry of his term in accordance with relevant regulations. In accordance with the Company Law, relevant laws and regulations and the relevant requirements under the Articles, the Board considered and approved the Proposal on the Nomination of Mr. Fred Zulu Hu as Candidate for Independent Director of Industrial and Commercial Bank of China Limited and Retention of Relevant Posts in the Special Committees of the Board of Directors on 29 April 2022, and resolved Mr. Fred Zulu Hu be nominated as candidate for re-election as Independent Director of the Bank. The Board is of the view that, Mr. Fred Zulu Hu has been engaged in macroeconomic research for a substantial period of time, has worked in multinational enterprises for many years and is familiar with domestic and foreign financial markets, which is in line with the Bank's development strategy. As such, Mr. Fred Zulu Hu's track records and experience and his professional strengths can provide the Board with valuable views and can promote the diversity of the Board membership. Besides, after reviewing the track records and the Declaration of Candidate for Independent Director of Mr. Fred Zulu Hu, the Board is satisfied with the independence of Mr. Fred Zulu Hu as a candidate of Independent Director.

It is proposed that the General Meeting of Shareholders elects Mr. Fred Zulu Hu as the Independent Director of the Bank. The new term of office of Mr. Fred Zulu Hu as Independent Director of the Bank will commence on the date when the approval from the General Meeting of Shareholders of the Bank has been obtained.

The biography of Mr. Fred Zulu Hu is set out below: Fred Zulu Hu, male, Chinese nationality, born in June 1963. Mr. Hu has served as Independent Non-executive Director of the Bank since April 2019. He previously served as a senior economist at the International Monetary Fund, Head of Research at the World Economic Forum, the chairman for Greater China and a partner at Goldman Sachs Group, Inc., an independent non-executive director of Great Wall Pan Asia Holdings Limited (formerly known as SCMP Group Limited), an independent non-executive director of Hang Seng Bank Limited, the non-executive director of China Asset Management Co., Ltd., an independent director of Dalian Wanda Commercial Management Group Co., Ltd., an independent director of Shanghai Pudong Development Bank and the independent non-executive director of Hong Kong Exchanges and Clearing Limited, the independent non-executive director of Ant Group Co., Ltd., etc. Mr. Hu currently serves in various positions such as the chairman of Primavera Capital Group, the non-executive chairman of Yum China Holdings, Inc, the director of UBS Group AG, the co-chair of The Nature Conservancy's Asia Pacific Council and the director of the China Medical Board. Mr. Hu is also a member of the Global Board of Advisors for the Council on Foreign Relations, the 21st Century Council of the Berggruen Institute, the Harvard Global Advisory Council, the Stanford Center for International Development, and the Jerome A. Chazen Institute of International Business at Columbia University etc. He concurrently serves as the co-director of the National Center for Economic Research and a professor at Tsinghua University, and he is also an adjunct professor at the Chinese University of Hong Kong and Peking University. Mr. Hu obtained a master's degree in engineering science from Tsinghua University, and a master's degree and a PhD in economics from Harvard University.

LETTER FROM THE BOARD

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 approved in accordance with the relevant procedures and submitted to the General Meeting of Shareholders 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.

Save as disclosed in this circular, as at the date of this circular, Mr. Fred Zulu Hu has not held directorships in other listed companies in the last three years, he does not have any affiliation or interest relationship with any other directors, supervisors, senior management members, substantial shareholders or controlling shareholders of the Bank, nor is he disqualified from being a director in a listed company pursuant to Rule 3.2.2 of the No. 1 Self-Regulation Guidelines for Listed Companies of the Shanghai Stock Exchange — Standardized Operation, nor does he 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 election of Mr. Fred Zulu Hu 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 Listing Rules.

8 PROPOSAL ON THE ELECTION OF MR. LIU LANBIAO AS EXTERNAL SUPERVISOR OF ICBC

The term of Mr. Shen Bingxi as the External Supervisor of the Board of Supervisors of the Bank will expire in June 2022, and the election of a new External Supervisor is required. In accordance with the relevant laws and regulations and the relevant requirements of the Articles, the candidates of External Supervisor shall be nominated by the Board of Supervisors of the Bank or shareholders with 1% or more of the voting shares of the Bank, and elected by the General Meeting of Shareholders. On 29 April 2022, a meeting of the Board of Supervisors of the Bank was held and considered and approved the Proposal on the Nomination of Mr. Liu Lanbiao as Candidate of External Supervisor of Industrial and Commercial Bank of China Limited, and resolved Mr. Liu Lanbiao be nominated as Candidate of External Supervisor of the Bank.

It is proposed that the General Meeting of Shareholders elects Mr. Liu Lanbiao as External Supervisor of the Bank, and his term of office will commence when the approval from the General Meeting of Shareholders is obtained.

The biography of Mr. Liu Lanbiao is set out below: Liu Lanbiao, male, Chinese nationality, born in October 1966. Mr. Liu Lanbiao is currently a Vice Dean of the School of Finance of Nankai University, Member of the Branch Party Committee, professor, doctoral supervisor of the School of Finance of Nankai University, a co-advisor at postdoctoral research station of Nankai University, Director of the Northeast Asia Financial Cooperation Research Center of Nankai University and Government Debt Management Research Center of the School of Finance of Nankai University. Mr. Liu has long been engaged in research in areas such as commercial bank management, monetary economics, systemic financial risk management, local government debt management, financial technology and international financial cooperation. Mr. Liu was a Vice Dean of the Institute of State Economy of Nankai University and External Supervisor of Liaoshen Bank Co., Ltd. At present, Mr. Liu is concurrently an Expert at the MOF Financial Risk Research Center, Government Debt Expert Consultant at the MOF Debt Research and Assessment Center, Member of the China Financial Standardization Technical Committee, Deputy Director of the Asia-Pacific Profession Committee

LETTER FROM THE BOARD

at the Chinese Social and Economic Systems Analysis Research Association, Independent Director of NYOCOR Co., Ltd, Chief Expert for the key special program “Research on the Prevention and Management of China’s Debt Crisis and Effective Mitigation Measures” under the National Social Science Fund of China. Mr. Liu Lanbiao graduated from Nankai University with a Doctorate degree in Economics.

Save as disclosed in this circular, as at the date of this circular, Mr. Liu Lanbiao has not held directorships in any listed companies in the last three years, or positions in the Bank or the subsidiaries of the Bank, he does not have any interest 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 Securities and Futures Ordinance of Hong Kong.

According to the Articles, 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 External Supervisor of the Bank shall follow the relevant regulations. The remuneration plan will be submitted to the General Meeting of Shareholders 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. Liu Lanbiao 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 Listing Rules.

9 PROPOSAL ON REVIEWING THE ARTICLES OF ASSOCIATION OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED (2022 VERSION)

Details of the Proposal on Reviewing the Articles of Association of Industrial and Commercial Bank of China Limited (2022 Version) are set out in Appendix to this Circular.

This proposal is submitted as a special resolution for consideration and approval at the AGM.

10 THE AGM

A notice convening the AGM to be held at Head Office Conference Room, ICBC, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC and Conference Room of ICBC, Building 11, Fenghuiyuan, Xicheng District, Beijing, PRC concurrently by video conference on Thursday, 23 June 2022 at 2:50 p.m., is set out on pages 111 to 113 of this circular.

If you intend to appoint a proxy to attend the AGM, 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 or by post not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM 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 AGM 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 Friday, 3 June 2022.

LETTER FROM THE BOARD

11 RECOMMENDATION

The Board considers that each of the above proposals 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 AGM.

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

**APPENDIX PROPOSAL ON REVIEWING THE ARTICLES OF ASSOCIATION
OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED
(2022 VERSION)**

**PROPOSAL ON REVIEWING THE ARTICLES OF ASSOCIATION OF INDUSTRIAL AND
COMMERCIAL BANK OF CHINA LIMITED (2022 VERSION)**

Shareholders,

In accordance with the Company Law and the Securities Law of the People’s Republic of China, relevant laws and regulations and the latest regulatory requirements, and in combination with the Bank’s corporate governance practices, the Articles of Association of Industrial and Commercial Bank of China Limited (the “**Articles of Association**”) is to be revised.

Among the revisions, 13 articles were added, 6 deleted and 67 revised. After the revisions, the number of articles in the Articles of Association increases from 309 to 316. For details, please refer to the Comparison Table of Revisions to the Articles of Association of Industrial and Commercial Bank of China Limited (Revised).

The proposal was reviewed and approved at the meeting of the Board of the Bank which was held on 29 April 2022 and is now submitted to the General Meeting of Shareholders for consideration. Meanwhile, the General Meeting of Shareholders is requested to authorize the Chairman of the Board to make corresponding revisions to the Articles of Association in accordance with the opinions or requirements of the regulatory authorities, the stock exchanges where the Bank’s shares are listed and relevant departments, and to handle the approval of the revisions to the Articles of Association and the filing with the market supervision department and other related matters. The Articles of Association will take effect after the approval by the CBIRC.

The above proposal is hereby submitted for consideration.

Appendix: Comparison Table of Revisions to the Articles of Association of Industrial and Commercial Bank of China Limited

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

**APPENDIX PROPOSAL ON REVIEWING THE ARTICLES OF ASSOCIATION
OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED
(2022 VERSION)**

Appendix:

Comparison Table of Revisions to the *Articles of Association of Industrial and Commercial Bank of China Limited*

SN	Article	Pre-revision articles	Post-revision articles
1.	Article 13	In accordance with the relevant regulations of the <i>Constitution of the Communist Party of China</i> and the <i>Company Law of China</i> , organizations of the Communist Party of China (hereinafter the “Party”) shall be established; the Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.	In accordance with the relevant regulations of the <i>Constitution of the Communist Party of China</i> and the <i>Company Law of China</i> , organizations of the Communist Party of China (hereinafter the “Party”) shall be established; the Party Committee shall play the core leadership role, providing direction, managing the overall situation and facilitating ensuring implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.

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SN	Article	Pre-revision articles	Post-revision articles
2.	Article 14	<p>The purpose of the Bank is to pursue a customer-focus and market-oriented policy, carry out operational activities in compliance with laws and regulations, strengthen internal control, improve corporate governance, provide customers with excellent services, create best returns for shareholders, continuously enhance operational performance and enterprise value and facilitate economic development and social progress.</p>	<p>The purpose of the Bank is to <u>commit itself to serving the real economy, e.g. manufacturing, preventing and controlling financial risks, and deepening the financial reform,</u> pursue<u>pursuing</u> a customer-focused and market-oriented policy, carrying out operational activities in compliance with laws and regulations, strengthening internal control, improve<u>improving</u> corporate governance, provide<u>providing</u> customers with excellent <u>high-quality and high-efficiency</u> services, create<u>creating</u> best returns for shareholders, continuously enhance<u>enhancing</u> operational performance and enterprise value, and facilitate<u>facilitating</u> economic development and social progress.</p> <p><u>The Bank establishes a vision of high-quality development, promotes an honest and trustworthy, pioneering and innovative corporate culture, forms a prudent and compliant business vision, and abides by the fair, safe and orderly financial industry competition order.</u></p> <p><u>The Bank pursues the vision of innovative, coordinated, green, and open development that is for everyone, pays attention to environmental protection, proactively fulfills social responsibilities, maintains a sound social reputation, and creates harmonious social relations.</u></p>

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SN	Article	Pre-revision articles	Post-revision articles
3.	Article 16	None	<p><u>The Bank shall issue securities in accordance with laws, administrative regulations, rules and other relevant regulations of the securities regulatory authority in the locality where shares of the Bank are listed.</u></p> <p><u>The securities referred to therein include shares, corporate bonds, depositary receipts and other securities recognized by the State Council in accordance with laws issued by the Bank.</u></p>
4.	Article 17 (Original Article 16)	<p>The Bank shall have ordinary shares. It may have preference shares and other kinds of shares if necessary, upon approval of the authorities authorized by the State Council.</p> <p>In the Articles, “preference shares” refer to preference shares governed by a separate set of rules under the <i>Company Law</i> as compared to generally regulated ordinary shares. Preference shareholders shall be entitled to participate in the distribution of profits and residual assets of the Bank in priority to ordinary shareholders, but their rights in respect of participation in decision making and management of the Bank (such as voting rights) are restricted.</p> <p>Unless otherwise specified, “shares” and “share certificate(s)” in Chapters 3 to 21 shall refer to ordinary shares and certificate(s) of ordinary shares, and “shareholders” in Chapters 3 to 21 shall refer to ordinary shareholders.</p>	<p>The Bank shall have ordinary shares. It may have preference shares and<u>or other kinds of shares if necessary that are in conformity with laws and regulations, upon approval of registration or completion of relevant procedures with the securities regulatory authority of the State Council</u> or the authorities authorized by the State Council.</p> <p>In the Articles, “preference shares” refer to preference shares governed by a separate set of rules under the <i>Company Law</i> as compared to generally regulated ordinary shares. Preference shareholders shall be entitled to participate in the distribution of profits and residual assets of the Bank in priority to ordinary shareholders, but their rights in respect of participation in decision making and management of the Bank (such as voting rights) are restricted.</p> <p>Unless otherwise specified, “shares” and “share certificate(s)” in Chapters 3 to 21 shall refer to ordinary shares and certificate(s) of ordinary shares, and “shareholders” in Chapters 3 to 21 shall refer to ordinary shareholders.</p>

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SN	Article	Pre-revision articles	Post-revision articles
5.	Article 19 (Original Article 18)	<p>Upon approval of the banking regulatory authority of the State Council, the securities regulatory authority of the State Council and other relevant regulatory authorities, the Bank may issue shares to domestic investors and overseas investors.</p> <p>The “overseas investors” aforesaid shall mean the investors from foreign countries or from Hong Kong, Macao and Taiwan who have subscribed the shares issued by the Bank. The “domestic investors” shall mean the investors other than those mentioned above who have subscribed the shares issued by the Bank and are located within People’s Republic of China (hereinafter referred as the PRC).</p>	<p>Upon approval of registration or completion of relevant procedures with the banking regulatory authority of the State Council, the securities regulatory authority of the State Council and other relevant regulatory authorities, the Bank may issue shares to domestic investors and overseas investors.</p> <p>The “overseas investors” aforesaid shall mean the investors from foreign countries or from Hong Kong, Macao and Taiwan who have subscribed the shares issued by the Bank. The “domestic investors” shall mean the investors other than those mentioned above who have subscribed the shares issued by the Bank and are located within People’s Republic of China (hereinafter referred as the PRC).</p>

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SN	Article	Pre-revision articles	Post-revision articles
6.	Article 20 (Original Article 19)	<p>Shares issued by the Bank to the domestic investors which are subscribed in RMB shall be referred to as “domestic investment shares”. Shares issued by the Bank to the overseas investors which are subscribed in foreign currency shall be referred to as “foreign investment shares”. Foreign investment shares that are listed abroad shall be referred to as “overseas listed foreign shares”. Qualified investors may purchase the shares of the Bank through the stock connect schemes between Chinese Mainland stock market and Hong Kong or other overseas stock markets.</p> <p>Shares that are approved offering by the authorities authorized by the State Council, and listed at domestic stock exchange upon the approval of the stock exchange shall be collectively referred to as “domestic listed shares”; and shares that are approved offering by the authorities authorized by the State Council and listed at overseas stock exchange upon the approval of the stock exchange shall be collectively referred to as “overseas listed shares”.</p>	<p>Shares issued by the Bank to the domestic investors which are subscribed in RMB shall be referred to as “domestic investment shares”. Shares issued by the Bank to the overseas investors which are subscribed in foreign currency shall be referred to as “foreign investment shares”. Foreign investment shares that are listed abroad shall be referred to as “overseas listed foreign shares”. Qualified investors may purchase the shares of the Bank through the stock connect schemes between Chinese Mainland stock market and Hong Kong or other overseas stock markets.</p> <p>Shares that are approved offering <u>issued</u> by the <u>Bank upon registration or completion of relevant procedures with the securities regulatory authority of the State Council or</u> the authorities authorized by the State Council, and listed at domestic stock exchange upon the approval of the stock exchange shall be collectively referred to as “domestic listed shares”; and shares that are approved offering <u>issued</u> by the <u>Bank upon completion of relevant procedures with the securities regulatory authority of the State Council or</u> the authorities authorized by the State Council and listed at overseas stock exchange upon the approval of the stock exchange shall be collectively referred to as “overseas listed shares”.</p>

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SN	Article	Pre-revision articles	Post-revision articles
7.	Article 21 (Original Article 20)	Upon the approval of the authorities authorized by the State Council, as at 31 December 2016, the total amount of ordinary shares that the Bank may issue is 356,406,257,089. The number of shares issued to the promoters when the Bank was being restructured and incorporated as a joint stock limited company is 248,000,000,000 shares, representing 69.58% of the total ordinary shares that the Bank may issue.	Upon the approval of the authorities authorized by the State Council, as at 31 December 2016 2021 , the total amount of ordinary shares that the Bank may issue is 356,406,257,089. The number of shares issued to the promoters when the Bank was being restructured and incorporated as a joint stock limited company is 248,000,000,000 shares, representing 69.58% of the total ordinary shares that the Bank may issue.
8.	Article 22 (Original Article 21)	After being restructured and incorporated as a joint stock limited company, and upon the completion of the initial public issuance of domestic listed shares and overseas listed shares, the Bank shall issue 86,018,850,026 ordinary shares, including 71,068,850,026 overseas listed shares, representing 21.28% of the total ordinary shares that the Bank may issue, and the Bank shall issue 14,950,000,000 domestic listed shares to the public.	After being restructured and incorporated as a joint stock limited company, and upon the completion of the initial public issuance of domestic listed shares and overseas listed shares, the Bank shall issue 86,018,850,026 ordinary shares, including 71,068,850,026 overseas listed shares, representing 21.28% of the total ordinary shares that the Bank may issue, and the Bank shall issue 14,950,000,000 domestic listed shares to the public.

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SN	Article	Pre-revision articles	Post-revision articles
		As at 31 December 2016, the composition of the Bank's share capital shall be: 356,406,257,089 ordinary shares, of which the promoter Ministry of Finance of the People's Republic of China shall hold 123,316,451,864 domestic listed shares, the promoter Central Huijin Investment Ltd. shall hold 123,717,852,951 domestic listed shares, other shareholders of domestic listed shares shall hold 22,577,907,724 shares, and the shareholders of overseas listed shares shall hold 86,794,044,550 shares.	As at 31 December 2016 2021 , the composition of the Bank's share capital shall be: 356,406,257,089 ordinary shares, of which the promoter Ministry of Finance of the People's Republic of China shall hold 123,316,451,864 110,984,806,678 domestic listed shares (<u>In 2019, pursuant to relevant provisions of the State Council on transferring part of state-owned capital to social security funds, the Ministry of Finance of the People's Republic of China transferred 12,331,645,186 shares of the Bank to the National Council for Social Security Fund in a lump sum</u>), the promoter Central Huijin Investment Ltd. shall hold 123,717,852,951 domestic listed shares, other shareholders of domestic listed shares shall hold 22,577,907,724 34,909,552,910 shares, and the shareholders of overseas listed shares shall hold 86,794,044,550 shares.
9.	Article 23 (Original Article 22)	<p>After the Bank's plan on issuing overseas listed shares and domestic listed shares being approved by the securities regulatory authority of the State Council, the board of directors of the Bank may arrange for implementation of such plan by means of separate issuing.</p> <p>The Bank's plans on issuing overseas listed shares and domestic listed shares separately in accordance with the provision aforesaid may be implemented respectively within fifteen (15) months upon the date of approval by the securities regulatory authority of the State Council.</p>	<p>After the Bank's plan on issuing overseas listed shares and domestic listed shares being approved by has been registered or has completed relevant procedures with the securities regulatory authority of the State Council or the department authorized by the State Council, the board of directors of the Bank may arrange for implementation of such plan by means of separate issuing.</p> <p>The Bank's plan on issuing overseas listed shares and domestic listed shares separately in accordance with the provision aforesaid may be implemented respectively within fifteen (15) months upon the date of approval by the registration or completion of relevant procedures with the securities regulatory authority of the State Council or the department authorized by the State Council.</p>

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SN	Article	Pre-revision articles	Post-revision articles
10.	Article 24 (Original Article 23)	Where the Bank issues the overseas listed shares and domestic listed shares within the total shares defined in the issuance plan, every such issue of shares shall be fully subscribed at one time. Where special circumstances make it impossible for full subscription at one time, the shares may be issued in several stages, subject to approval of the securities regulatory authority of the State Council.	Where the Bank issues the overseas listed shares and domestic listed shares within the total shares defined in the issuance plan, every such issue of shares shall be fully subscribed at one time. Where special circumstances make it impossible for full subscription at one time, the shares may be issued in several stages, subject to approval of <u>registration or completion of relevant procedures with</u> the securities regulatory authority of the State Council <u>or the department authorized by the State Council.</u>
11.	Article 29 (Original Article 28)	<p>After being approved under the procedures stipulated by the Articles and obtaining approvals from relevant competent authorities of the State, the Bank may repurchase its shares in the following circumstances:</p> <p>(1) canceling shares for the purpose of reducing the registered capital of the Bank;</p> <p>(2) merging with any other companies holding shares of the Bank;</p> <p>(3) giving the shares to employees of the Bank as a reward;</p> <p>(4) being requested to repurchase the shares held by the shareholders who object to the resolutions adopted at the general meeting of shareholders concerning merger and division of the Bank;</p> <p>(5) other circumstances permitted by laws, administrative regulations and rules.</p>	<p>After being approved under the procedures stipulated by the Articles and obtaining approvals from relevant competent authorities of the State, the Bank may repurchase its shares in the following circumstances:</p> <p>(1) canceling shares for <u>decreasing</u> the purpose of reducing the <u>Bank's</u> registered capital of the Bank;</p> <p>(2) merging with any other companies holding shares of the Bank;</p> <p>(3) giving <u>using</u> the shares to employees of the Bank as a reward <u>for an employee stock ownership plan or share incentive</u>;</p> <p>(4) being requested to repurchase the shares held by the shareholders who object to the resolutions adopted at the general meeting of shareholders concerning merger and division of the Bank;</p>

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SN	Article	Pre-revision articles	Post-revision articles
		<p>Where the Bank repurchases its shares under circumstance (1), it shall cancel the shares within ten (10) days from the date of repurchase. Where the Bank repurchases its shares under circumstances (2) and (4), it shall transfer or cancel the shares within six (6) months.</p> <p>The shares repurchased under circumstance (3) shall not exceed five percent (5%) of the total issued shares of the Bank. The funds for repurchase shall be paid from the after-tax profits of the Bank. The shares redeemed shall be transferred to the employees within one (1) year.</p>	<p><u>(5) using the shares for converting convertible corporate bonds issued by the Bank;</u></p> <p><u>(6) the necessity for preserving the Bank’s corporate value and shareholders’ rights and interests;</u></p> <p>(5)<u>(7) other circumstances permitted by laws, administrative regulations and rules.</u></p> <p>Where the Bank repurchases its shares under circumstance (1), it shall cancel the shares within ten (10) days from the date of repurchase. Where the Bank repurchases its shares under circumstances (2) and (4), it shall transfer or cancel the shares within six (6) months. <u>Where the Bank repurchases its shares under circumstance (3), (5) or (6), the Bank shall not hold a total of more than ten percent (10%) of its total shares issued, and shall transfer or cancel the shares within the prescribed period.</u></p> <p><u>If there are other stipulations with respect to the repurchase and cancellation of shares prescribed by laws, administrative regulations, rules and relevant regulations of securities supervisory authorities in the locality where shares of the Bank are listed, these stipulations shall prevail.</u></p> <p>The shares repurchased under circumstance (3) shall not exceed five percent (5%) of the total issued shares of the Bank. The funds for repurchase shall be paid from the after-tax profits of the Bank. The shares redeemed shall be transferred to the employees within one (1) year.</p>

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12.	Article 30 (Original Article 29)	<p>The Bank may repurchase its shares in any of the following ways after being approved by relevant competent authorities of the State:</p> <p>(1) making a repurchase offer pro rata to all shareholders;</p> <p>(2) repurchase by means of open transaction at a stock exchange;</p> <p>(3) repurchase by means of contractual agreement outside a stock exchange;</p> <p>(4) other methods as permitted by relevant competent authorities or by laws and administrative regulations.</p>	<p>The Bank may repurchase its shares in any of the following ways after being approved by relevant competent authorities of the State:</p> <p>(1) making a repurchase offer pro rata to all shareholders;</p> <p>(2) repurchase by means of open transaction at a stock exchange;</p> <p>(3) repurchase by means of contractual agreement outside a stock exchange;</p> <p>(4) other methods as permitted by relevant competent authorities or by laws and administrative regulations.</p> <p><u>Where the Bank purchases its shares under circumstance (3), (5) or (6) set forth in Paragraph 1 of Article 29 herein, it shall carry out trading in a public and centralized manner.</u></p>
13.	Article 47 (Original Article 46)	<p>Registration of change in the register of shareholders due to shares transfer shall not be allowed within thirty (30) days before the general meeting of shareholders is held or within five (5) days prior to the base day on which the Bank decides to distribute dividends.</p> <p>Other rules stipulated by the securities regulatory authority of locality where the Bank's shares are listed shall prevail.</p>	<p>Registration of change <u>The changes</u> in the register of shareholders due to shares <u>resulting from the</u> transfer shall not be allowed within thirty (30) <u>days of shares</u> before the <u>holding of the</u> general meeting of shareholders is held or within five (5) days prior to the base <u>date of dividend distribution as decided by the Bank</u> day on which the Bank decides to distribute dividends. Other rules stipulated by <u>shall be registered in accordance with laws, administrative regulations, rules and other relevant regulations of</u> the securities regulatory authority of <u>in</u> the locality where the Bank's shares are listed shall prevail.</p>

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SN	Article	Pre-revision articles	Post-revision articles
14.	Article 53 (Original Article 52)	<p>The Committee of the Communist Party of China of Industrial and Commercial Bank of China Limited (hereinafter the “Party Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary, two deputy secretaries and several other members. The chairman of the board of directors of the Bank and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. Eligible members of the Party Committee can join the board of directors, the board of supervisors and the senior management through legal procedures, while eligible members of the board of directors, the board of supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures. Meanwhile, commissions for discipline inspection shall be established in accordance with relevant requirements.</p>	<p>The Committee of the Communist Party of China of Industrial and Commercial Bank of China Limited (hereinafter the “Party Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary, two deputy secretaries and several other members. The chairman of the board of directors of the Bank and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. Eligible members of the Party Committee can join the board of directors, the board of supervisors and the senior management through legal procedures, while eligible Party members of the board of directors, the board of supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures. <u>The Bank shall adhere to the unity of the strengthening of the Party’s leadership and the improving of corporate governance, so as to realize inherent integration, coordinated implementation and collaborative linkage.</u> Meanwhile, <u>commissions for a Party discipline inspection and supervision institution</u> shall be established in accordance with relevant requirements.</p>

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SN	Article	Pre-revision articles	Post-revision articles
15.	Article 54 (Original Article 53)	<p>The Party Committee shall, in accordance with the <i>Constitution of the Communist Party of China</i> and other internal laws and regulations of the Party, perform the following duties:</p> <p>(1) Ensure and supervise the Bank’s implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations;</p> <p>(2) Strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, focusing on standards, procedure, evaluation, recommendation and supervision, uphold the integration of the principle that the Party manages the officials with the function of the board of directors in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management;</p>	<p>The Party Committee shall, in accordance with the <i>Constitution of the Communist Party of China</i> and other internal laws and regulations of the Party, perform the following duties:</p> <p>(1) <u>Thoroughly studying and implementing Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, strengthening the Party’s political building of the Bank, adhering to and implementing the fundamental systems, basic systems and important systems of Socialism with Chinese Characteristics, Ensure—and supervise—ensuring and supervising</u> the Bank’s implementation of policies and guidelines of the Party and the State, and <u>implementing</u> major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations;</p>

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SN	Article	Pre-revision articles	Post-revision articles
		<p>(3) Research and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders’ general meeting, the board of directors, the board of supervisors and the senior management of the Bank in performing their duties in accordance with law and support the Congress of Employees in carrying out its work;</p> <p>(4) Assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank’s ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Bank and the Communist Youth League, lead the construction of the Party’s working style and its clean and honest administration, and support the Party discipline inspection commissions in earnestly performing its supervisory responsibilities;</p>	<p>(2) Strengthening its leadership and gate keeping role in the management of the process of selection and appointment of personnel, effectively reinforcing the building of leadership team, a contingent of officials and a contingent of professionals of the Bank, focusing on standards, procedure, evaluation, recommendation and supervision, upholding the integration of the principle that the Party manages the officials with the function of the board of directors in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management;</p> <p>(3) Researching and discussing the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and putting forth comments and suggestions. Supporting the shareholders’ general meeting, the board of directors, the board of supervisors and the senior management of the Bank in performing their duties in accordance with law and supporting the Congress of Employees in carrying out its work;</p>

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SN	Article	Pre-revision articles	Post-revision articles
		<p>(5) Strengthen the building of the Bank’s grassroots Party organizations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Bank;</p> <p>(6) Other material matters that fall within the duty of the Party Committee.</p>	<p>(4) AssumeAssuming the primary responsibility to run the Party comprehensively with strict discipline, leading the Bank’s ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Bank and the Communist Youth League, leading the construction of the Party’s working style and its clean and honest administration, and supporting the Party discipline inspection—commissions and supervision institution and supervision institution in earnestly performing its supervisory responsibilities;</p> <p>(5) Strengtheninging the building of the Bank’s grassroots Party organizations and of its contingent of Party members, givegiving full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and uniteuniting and leading officials and employees bank-wide to devote themselves into the reform and development of the Bank;</p> <p>(6) Other material matters that fall within the duty of the Party Committee.</p>

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SN	Article	Pre-revision articles	Post-revision articles
16.	Article 55 (Original Article 54)	<p>Shareholders of the Bank shall be persons who lawfully hold the shares of the Bank and whose names are registered in the register of shareholders.</p> <p>Shareholders shall enjoy rights and undertake obligations according to the class and number of shares hold by them. Shareholders who hold the same class of shares shall enjoy the equal rights and undertake the equal obligations.</p> <p>If more than two persons are registered as the joint shareholders of any shares, they shall be regarded as the common owners of the relevant shares, but shall be subject to the following provisions:</p> <p>(1) the Bank shall not register more than four (4) persons as the joint shareholders of any shares;</p> <p>(2) all joint shareholders of any shares shall assume the joint and several liabilities for all the amount payable for the relevant shares;</p>	<p>Shareholders of the Bank shall be persons who lawfully hold the shares of the Bank and whose names are registered in the register of shareholders.</p> <p>Shareholders shall enjoy rights and undertake obligations according to the <u>Company Law and other laws and administrative regulations, rules, regulatory provisions, the Articles, as well as</u> the class and number of shares holdheld by them. Shareholders who hold the same class of shares shall enjoy the equal rights and undertake the equal obligations.</p> <p>If more than two persons are registered as the joint shareholders of any shares, they shall be regarded as the common owners of the relevant shares, but shall be subject to the following provisions:</p> <p>(1) the Bank shall not register more than four (4) persons as the joint shareholders of any shares;</p> <p>(2) all joint shareholders of any shares shall assume the joint and several liabilities for all the amount payable for the relevant shares;</p>

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		<p>(3) if one of the joint shareholders dies, then only other living persons of the joint shareholders shall be deemed by the Bank as the owners of the relevant shares, but the board of directors shall have the right to request them to provide the death certification documents that it deems appropriate for the purpose of amending the register of shareholders;</p> <p>(4) for joint shareholders of any shares, only the joint shareholder who ranks first in the register of shareholders shall have the right to receive the relevant share certificate from the Bank, to receive the notice from the Bank, to attend the general meeting of shareholders of the Bank or to exercise all the voting rights concerning the relevant shares. The notice delivered to the aforesaid shareholder shall be deemed to have been delivered to all the joint shareholders of the relevant shares.</p>	<p>(3) if one of the joint shareholders dies, then only other living persons of the joint shareholders shall be deemed by the Bank as the owners of the relevant shares, but the board of directors shall have the right to request them to provide the death certification documents that it deems appropriate for the purpose of amending the register of shareholders;</p> <p>(4) for joint shareholders of any shares, only the joint shareholder who ranks first in the register of shareholders shall have the right to receive the relevant share certificate from the Bank, to receive the notice from the Bank, to attend the general meeting of shareholders of the Bank or to exercise all the voting rights concerning the relevant shares. The notice delivered to the aforesaid shareholder shall be deemed to have been delivered to all the joint shareholders of the relevant shares.</p>

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SN	Article	Pre-revision articles	Post-revision articles
17.	Article 58 (Original Article 57)	<p>Shareholders of ordinary shares of the Bank shall undertake the following obligations:</p> <p>(1) abiding by the Articles;</p> <p>(2) paying share capital according to the number of shares subscribed by them and the method of capital injection;</p> <p>(3) shareholders who have received loans from the Bank shall repay the loans due immediately and shall repay those undue in advance when the Bank is likely to suffer liquidity difficulties. Regarding the criterion used to determine such liquidity difficulties referred to herein, relevant regulations of the banking regulatory authority of the State Council concerning the payment risks of commercial banks shall apply;</p> <p>(4) Shareholders shall support the reasonable measures proposed by the board to raise the capital adequacy ratio when such ratio of the Bank is below the legal standard;</p> <p>(5) after completing the equity pledge registration, shareholders shall assist the Bank with the risk management and information disclosure, and promptly provide the Bank with relevant information relating to the pledged equity; and</p>	<p>Shareholders of ordinary shares of the Bank shall undertake the following obligations:</p> <p>(1) abiding by <u>laws, administrative regulations, rules, regulatory provisions, and</u> the Articles;</p> <p>(2) paying share capital according to the number of shares subscribed by them and the method of capital injection;</p> <p>(3) shareholders who have received loans from the Bank shall repay the loans due immediately and shall repay those undue in advance when the Bank is likely to suffer liquidity difficulties. Regarding the criterion used to determine such liquidity difficulties referred to herein, relevant regulations of the banking regulatory authority of the State Council concerning the payment risks of commercial banks shall apply;</p>

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SN	Article	Pre-revision articles	Post-revision articles
		<p>(6) other obligations imposed by laws, administrative regulations, rules and the Articles.</p> <p>Shareholders shall not assume any responsibility for further capital contribution other than the conditions agreed to by the subscriber of the relevant shares on subscription.</p>	<p>(4) Shareholders shall <u>substantial shareholders shall replenish capital or make written commitments to the Bank when necessary, except for Ministry of Finance, Central Huijin Investment Ltd., National Council for Social Security Fund and shareholder entities subject to exemption approved by CBIRC; and shall</u> support the reasonable measures proposed by the board to raise the capital adequacy ratio when such ratio of the Bank is below the legal <u>lower than the statutory</u> standard;</p> <p>(5) after completing the equity pledge registration, shareholders shall assist the Bank with the risk management and information disclosure, and promptly provide the Bank with relevant information relating to the pledged equity; and</p> <p><u>(5) shareholders who should have obtained approval but have not obtained approval by or who have not reported to the banking regulatory authority of the State Council shall not exercise the rights to request, vote, nominate, propose, or dispose of at the general meeting of shareholders;</u></p>

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SN	Article	Pre-revision articles	Post-revision articles
			<p><u>(6) shareholders shall acquire shares of the Bank with proprietary funds from lawful sources, instead of entrusted funds, debt funds, and other non-proprietary funds, unless otherwise provided by laws, regulations, or regulatory systems;</u></p> <p><u>(7) the shareholding ratio and the number of shares of listed companies held through institutional shareholders shall comply with regulatory provisions, and the shareholder shall not authorize or be authorized by another person to hold shares of the Bank;</u></p> <p><u>(8) the shareholder shall, in accordance with laws, regulations, and regulatory provisions, truthfully notify the Bank of its financial information, equity structure, source of funds to acquire shares, controlling shareholder, de facto controller, related party, person acting in concert, beneficial owner, investment in another financial institution, and other information;</u></p>

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			<p><u>(9) if there are changes in the controlling shareholder, de facto controller, related party, person acting in concert, or beneficial owner of the shareholder, the relevant shareholder shall notify the Bank of the changes in writing in a timely manner in accordance with laws, regulations, and regulatory provisions;</u></p> <p><u>(10) if the shareholder is involved in a merger or demerger, or is subject to an order for suspension of business for overhaul, designated custody, receivership, abolishment or any measure, or is subject to a dissolution, liquidation, bankruptcy proceeding, or has a change in its legal representative, company name, business premises, business scope, or any other important matter, it shall notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations, and regulatory provisions;</u></p>

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			<p><u>(11) if the shares of the Bank held by the shareholder are involved in litigation or arbitration, are subject to legal compulsory measures enforced by, among others, judicial authorities, or are pledged or released from a pledge, it shall notify the Bank of the relevant situation in writing in a timely manner in accordance with laws, regulations, and regulatory provisions;</u></p> <p><u>(12) if the shareholder transfers or pledges the shares of the Bank held by it, or conducts a related party transaction with the Bank, it shall comply with laws, regulations, and regulatory provisions, and shall not harm the interests of other shareholders and the Bank;</u></p> <p><u>(13) the shareholder and its controlling shareholder and de facto controller shall neither abuse shareholder rights or use the affiliation to harm the lawful rights and interests of the Bank, other shareholders, and stakeholders, nor interfere with the decision-making power and management power of the board of directors and senior management members under the Articles, nor bypass the board of directors and senior management members and directly interfere with the operation and management of the Bank;</u></p>

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			<p><u>(14) if the Bank has a risk event or commits a material violation of provisions, the shareholder shall cooperate with the regulatory authority in investigation and risk disposal;</u></p> <p><u>(15) for shareholders who make false statements, abuse shareholders' rights, or exhibit other behaviors that harm the interests of the Bank, the Bank may be limited or prohibited from conducting connected transactions with such shareholders, and restrictions may be imposed on the limit of equities held by such shareholders and equity pledge ratio in the Bank, and their rights to request, vote, nominate, propose, and dispose of at the general meeting of shareholders may be limited. Substantial shareholders shall make relevant commitments in accordance with relevant laws, regulations and regulatory provisions, and earnestly perform such commitments. The Bank shall have the right to take corresponding restrictive measures against substantial shareholders who violate the commitments, except for Ministry of Finance, Central Huijin Investment Ltd., National Council for Social Security Fund and shareholder entities subject to exemption approved by CBIRC;</u></p>

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			<p>(6)(16) other obligations imposed by laws, administrative regulations, rules, regulatory provisions and the Articles.</p> <p><u>The Bank shall establish the corresponding loss absorption and risk defense mechanisms in case of material risks.</u></p> <p>Shareholders shall not assume any responsibility for further capital contribution other than the conditions agreed to by the subscriber of the relevant shares on subscription.</p>
18.	Article 59	None	<p><u>An investor and its related parties and persons acting in concert that plan to hold, either separately or jointly, for the first time or accumulatively increase the holding of over five percent (5%) of the Bank's total shares shall report to the banking regulatory authority of the State Council in advance for verification and approval. When an investor and its related parties and persons acting in concert hold, either separately or jointly, not less than one percent (1%) but not more than five percent (5%) of the Bank's total shares, the Bank shall, within ten (10) working days from the date of obtaining corresponding equities by them, report to the banking regulatory authority of the State Council.</u></p>

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19.	Article 61 (Original Article 59)	<p>The controlling shareholders shall strictly comply with laws, administrative regulations, rules, relevant regulations of the securities regulatory authority at the locality where the shares of the Bank are listed and the conditions and procedures defined by the Articles when they nominate candidates for the director and the supervisor of the Bank. The candidates for the director and the supervisor nominated by the controlling shareholders shall have relevant professional knowledge as well as decision-making and supervision capacity. The resolution on the election by the general meeting of shareholders or the engagement by the board of director does not require to obtain the approval procedure of any shareholder. The appointment and removal of senior management personnel by shareholders superseding the general meeting of shareholders and board of director shall be deemed as invalid.</p>	<p>The controlling shareholders shall strictly comply with laws, administrative regulations, rules, relevant regulations of the securities regulatory authority at the locality where the shares of the Bank are listed and the conditions and procedures defined by the Articles when they nominate candidates for the director and the supervisor of the Bank. The candidates for the director and the supervisor nominated by the controlling shareholders shall have relevant professional knowledge as well as decision-making and supervision capacity. The resolution on the election by the general meeting of shareholders or the engagement by the board of director does not require to obtain the approval procedure of any shareholder. The appointment and removal of senior management personnel by shareholders superseding the general meeting of shareholders and board of director shall be deemed as invalid.</p> <p><u>Shareholders and their related parties that have already nominated non-independent director may no longer nominate independent director.</u></p>
20.	Original Article 60 (Deleted)	<p>The controlling shareholders of the Bank shall not directly or indirectly interfere with the decision-making of the Bank as well as the management and operation activities conducted in accordance with laws, and shall not impair the rights and interests of the Bank and other shareholders.</p>	<p>This article is deleted.</p>

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SN	Article	Pre-revision articles	Post-revision articles
21.	Article 66 (Original Article 65)	<p>Shareholders who have seats in the board of directors and/or the board of supervisors of the Bank, or directly, indirectly, or jointly hold or control more than two percent (2%) of the shares or voting rights of the Bank shall apply in advance to the board of directors for filing before pledging the shares of the Bank, and indicate the reasons for the pledge, amount of shares pledged, term of pledge, pledgee and other basic information. Where the board of directors considers there exists a material adverse effect on the Bank's equity stability, corporate governance, risk and related party transaction control etc., such pledge shall not be filed. When the board of directors considers relevant filings, the directors appointed by the shareholders proposing such pledge shall abstain from voting.</p>	<p><u>If a shareholder pledges its equity in the Bank for itself or any others, it shall strictly abide by laws and regulations as well as the requirements of the banking regulatory authority of the State Council, and inform the Bank's board of directors of such guarantee in advance. The department designated by the board of directors shall be responsible for undertaking the collection, collation, submission and other routine work of the Bank's equity pledge information.</u></p> <p>Shareholders who have seats in the board of directors and/or the board of supervisors of the Bank, or directly, indirectly, or jointly hold or control more than two percent (2%) of the shares or voting rights of the Bank shall apply in advance to the board of directors for filing before pledging the shares of the Bank, and indicate the reasons for the pledge, amount of shares pledged, term of pledge, pledgee and other basic information. Where the board of directors considers there exists a material adverse effect on the Bank's equity stability, corporate governance, risk and related party transaction control etc., such pledge shall not be filed. When the board of directors considers relevant filings, the directors appointed by the shareholders proposing such pledge shall abstain from voting.</p> <p><u>After providing guarantee and completing the equity pledge registration, shareholders shall assist the Bank with risk management and information disclosure, and promptly provide the Bank with relevant information relating to the pledged equity.</u></p>

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SN	Article	Pre-revision articles	Post-revision articles
			<p><u>Shareholders of the Bank shall not pledge the Bank's shares if the balance of loans they borrowed from the Bank exceeds the audited net book value of shares held by them in the previous year.</u></p> <p><u>Where a shareholder pledges more than fifty percent (50%) (inclusive) of its shares of the Bank, the pledged part of the shares held by such shareholder shall be disqualified from exercising voting rights at the general meeting of shareholders, and the directors nominated by such shareholder shall be disqualified from exercising voting rights at the meetings of the board of directors and be excluded from the number of participants present at the meetings of the board of directors.</u></p>
22.	Original Article 66 (Deleted)	Shareholders of the Bank shall not pledge the Bank's share certificate if the balance of loans they borrowed from the Bank exceeds the audited net book value of shares held by them in the previous year.	This article is deleted.

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SN	Article	Pre-revision articles	Post-revision articles
23.	Article 69	<p>The general meeting of shareholders is the organ of power of the Bank and shall legally exercise the following duties and powers:</p> <p>(1) deciding on the business policies and significant investment plans of the Bank;</p> <p>(2) electing and replacing directors and deciding on matters concerning their compensation;</p> <p>(3) electing and replacing supervisors appointed from the shareholder representatives and external supervisors, and deciding on matters concerning their compensation;</p> <p>(4) examining and approving work report of the board of directors;</p> <p>(5) examining and approving work report of the board of supervisors;</p> <p>(6) examining and approving the Bank’s annual financial budget and final account proposals;</p> <p>(7) examining and approving the Bank’s plans for profit distribution and loss make-up;</p>	<p>The general meeting of shareholders is the organ of power of the Bank and shall legally exercise the following duties and powers <u>within the scope prescribed by laws, administrative regulations, rules, regulatory provisions and the Articles:</u></p> <p>(1) deciding on the business policies and significant investment plans of the Bank;</p> <p>(2) electing and, replacing <u>and removing</u> directors and deciding on matters concerning their compensation;</p> <p>(3) electing—and, replacing <u>and removing</u> supervisors appointed from the shareholder representatives and external supervisors, and deciding on matters concerning their compensation;</p> <p>(4) examining and approving work report of the board of directors;</p> <p>(5) examining and approving work report of the board of supervisors;</p> <p>(6) examining and approving the Bank’s annual financial budget and final account proposals;</p>

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SN	Article	Pre-revision articles	Post-revision articles
		<p>(8) adopting resolutions concerning the increase or decrease of the Bank’s registered capital;</p> <p>(9) adopting resolutions on merger, division, dissolution, liquidation or change of corporate form of the Bank;</p> <p>(10) adopting resolutions on plans for issuance of corporate bonds or other securities and public listing;</p> <p>(11) adopting resolutions on repurchase of the shares of the Bank;</p> <p>(12) amending the Articles;</p> <p>(13) adopting resolutions on the engagement or dismissal of accounting firms by the Bank;</p> <p>(14) examining and approving or authorizing the board of directors to approve the establishment of legal persons, material merger and acquisition, material investment, material assets disposal and material guarantee and other matters;</p> <p>(15) examining and approving the issues regarding changing the use of proceeds;</p>	<p>(7) examining and approving the Bank’s plans for profit distribution and loss make-up;</p> <p>(8) adopting resolutions concerning the increase or decrease of the Bank’s registered capital;</p> <p>(9) adopting resolutions on merger, division, dissolution, liquidation or change of corporate form of the Bank;</p> <p>(10) adopting resolutions on plans for issuance of corporate bonds or other securities and public listing;</p> <p>(11) adopting resolutions on repurchase purchase of the shares of the Bank;</p> <p>(12) amending the Articles, <u>examining and approving the rules of procedures for the general meeting of shareholders, the board of directors and the board of supervisors;</u></p> <p>(13) adopting resolutions on the Bank’s engagement or dismissal of accounting firms <u>by that conducts periodic statutory audit of the financial accounting reports of</u> the Bank;</p>

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		<p>(16) examining and approving the share incentive plans;</p> <p>(17) examining and approving proposals raised by the shareholders who individually or jointly hold more than three percent (3%) of the voting shares of the Bank;</p> <p>(18) examining and approving the related party transactions that shall be approved by the general meeting of shareholders as stipulated by laws, administrative regulations, rules and relevant regulations of the securities regulatory authority of the locality where the shares of the Bank are listed;</p> <p>(19) deciding on the issuance of preference shares; approving or authorizing the board of directors to decide on the repurchase, transfer, distribution of dividends and other matters in relation to the preference shares issued by the Bank; and</p> <p>(20) examining and approving other issues that shall be approved by the general meeting of shareholders as stipulated by laws, administrative regulations, rules and relevant regulations of the securities regulatory authority of the locality where the shares of the Bank are listed as well as the Articles.</p>	<p>(14) examining and approving or authorizing the board of directors to approve the establishment of <u>important</u> legal persons, material merger and acquisition, material <u>external</u> investment, <u>material assets purchase</u>, material assets disposal and <u>write-off, large assets mortgage and other non-commercial banking business</u> material-guarantee and other matters;</p> <p>(15) examining and approving the issues regarding changing the use of proceeds;</p> <p>(16) examining and approving the share incentive plans <u>and employee stock ownership plan</u>;</p> <p>(17) examining and approving proposals raised by the shareholders who individually or jointly hold more than three percent (3%) of the voting shares of the Bank;</p> <p>(18) examining and approving the related party transactions that shall be approved by the general meeting of shareholders as stipulated by laws, administrative regulations, rules and relevant regulations of the securities regulatory authority of the locality where the shares of the Bank are listed;</p>

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SN	Article	Pre-revision articles	Post-revision articles
			<p>(19) deciding on the issuance of preference shares; approving or authorizing the board of directors to decide on the repurchase, transfer, distribution of dividends and other matters in relation to the preference shares issued by the Bank; and</p> <p>(20) examining and approving other issues that shall be approved by the general meeting of shareholders as stipulated by laws, administrative regulations, rules, regulatory provisions or and relevant regulations of the securities regulatory authority of the locality where the shares of the Bank are listed as well as or the Articles.</p>
24.	Article 70	The above matters within the scope of powers of the general meeting of shareholders shall be discussed and decided by the general meeting of shareholders, but the general meeting of shareholders may authorize the board of directors to decide such matters under circumstances that are necessary, reasonable and legal. The content of authorization shall be clear and specific.	The above matters within the scope of powers of the general meeting of shareholders shall be discussed and decided by the general meeting of shareholders, but the general meeting of shareholders may authorize the board of directors to decide such matters under circumstances that are necessary, reasonable, and legal and compliant . The content of authorization shall be clear and specific.

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SN	Article	Pre-revision articles	Post-revision articles
		For the authorization to the board of directors by the general meeting of shareholders, if matters authorized are those that shall be adopted by the general meeting of shareholders by means of general resolution as specified in the Articles, they shall be adopted by more than half (1/2) of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. If matters authorized are those that shall be adopted by the general meeting of Shareholders by means of special resolution as specified in the Articles, they shall be adopted by more than two thirds (2/3) of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.	For the authorization to the board of directors by the general meeting of shareholders, if matters authorized are those that shall be adopted by the general meeting of shareholders by means of general resolution as specified in the Articles, they shall be adopted by more than half (1/2) of the voting rights held by the shareholders (including shareholder proxies) present at the meeting. If matters authorized are those that shall be adopted by the general meeting of Shareholders by means of special resolution as specified in the Articles, they shall be adopted by more than two thirds (2/3) of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.
25.	Original Article 71 (delete)	The board of directors shall draft the rules of procedures for the general meeting of shareholders, and the rules shall be executed after being examined and approved by the general meeting of shareholders.	This article is deleted.
26.	Article 73	None	<u>The Bank will set up a meeting place for the general meeting of shareholders that will be held in the form of on-site meeting, video meeting or online meeting. While ensuring the legitimacy and effectiveness of the general meeting of shareholders, the Bank will provide, through multiple methods and channels, modern information technology means, including an online voting platform, convenient conditions for shareholders, especially minority shareholders, to participate in the general meeting of shareholders.</u>

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27.	Article 74	When the Bank is to convene a general meeting of shareholders, a written notice shall be sent forty-five (45) days prior to the meeting. Shareholders to be present in the general meeting of shareholders shall send a written reply of attendance to the Bank twenty (20) days before the meeting is convened.	<u>When the Bank is to convene a general meeting of shareholders, a written notice shall be sent prior to the meeting to inform the shareholders of the matters to be examined at the meeting and the date and place to convene the meeting.</u> When the Bank is to convene <u>an annual</u> general meeting of shareholders, a written notice shall be sent forty-five (45) <u>twenty (20)</u> days prior to the meeting. Shareholders to be present in the When the Bank is to convene an extraordinary general meeting of shareholders shall send, <u>a written</u> reply of attendance notice shall be sent fifteen (15) days prior to the Bank twenty (20) days before the meeting is convened. <u>If the securities regulatory authority in the locality where the shares of the Bank are listed stipulates a longer notice time period, such stipulation shall prevail.</u>

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28.	Article 76	<p>The Bank shall calculate the number of voting shares based upon the written reply received twenty (20) days prior to the general meeting of shareholders. Where the number of voting shares held by shareholders who plan to attend the meeting does not reach more than half (1/2) of the total of voting shares of the Bank, the Bank shall inform the shareholders again within five (5) days in form of an announcement about the matters to be examined, the place, date and time of the meeting to be held. The Bank may convene such a general meeting of shareholders after such announcement has been made.</p> <p>The general meeting of shareholders shall not vote and make a resolution on proposals not specified in the notice or the supplementary notice or not in compliance with the previous provision.</p>	<p>The Bank shall calculate the number of voting shares based upon the written reply received twenty (20) days prior to the general meeting of shareholders. Where the number of voting shares held by shareholders who plan to attend the meeting does not reach more than half (1/2) of the total of voting shares of the Bank, the Bank shall inform the shareholders again within five (5) days in form of an announcement about the matters to be examined, the place, date and time of the meeting to be held. The Bank may convene such a general meeting of shareholders after such announcement has been made.</p> <p>The general meeting of shareholders shall not vote and make a resolution on proposals not specified in the notice or the supplementary notice or not in compliance with the previous provision.</p>

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29.	Article 78	<p>Except as otherwise provided in the Articles, the notice of the general meeting of shareholders shall be delivered by hand or by pre-paid post to all shareholders (whether or not such shareholder has a voting right at the general meeting of shareholders). The address of the recipient shall be the address registered in the register of shareholders. The notice of a general meeting of shareholders may be in the form of an announcement for shareholders of domestic listed shares.</p> <p>The announcement mentioned above shall be published in one or more newspapers designated by the securities regulatory authority of the State Council forty-five (45) to fifty (50) days prior to the meeting. All shareholders of domestic listed shares shall be deemed as having received the notice of general meeting of shareholders upon the publication of the announcement.</p>	<p>Except as otherwise provided in the Articles, the notice of the general meeting of shareholders shall be delivered by hand or by pre-paid post to all shareholders (whether or not such shareholder has a voting right at the general meeting of shareholders). The address of the recipient shall be the address registered in the register of shareholders. The notice of a general meeting of shareholders may be in the form of an announcement for shareholders of domestic listed shares.</p> <p>The announcement mentioned above shall be published in one or more newspapers designated <u>on the website of the stock exchange and media that meet the conditions stipulated</u> by the securities regulatory authority of the State Council forty-five (45) to fifty (50) days prior to the meeting. All shareholders of domestic listed shares shall be deemed as having received the notice of <u>about the</u> general meeting of shareholders upon the publication of the announcement.</p>

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30.	Article 87	<p>When the board of supervisors or the convening shareholders decide to convene an extraordinary general meeting of shareholders by themselves, they shall notify the board of directors in writing, and issue a notice convening the extraordinary general meeting. The content of the notice shall comply with the following requirements and the provision in Article 77:</p> <p>(1) no new content shall be added to the proposal, otherwise, the convening shareholders or the board of supervisors shall make a new request to the board of directors for convening of the extraordinary general meeting of shareholders according to the aforesaid procedures;</p> <p>(2) the extraordinary general meeting of shareholders shall be held at the domicile of the Bank.</p> <p>Before the resolution of general meeting of shareholders is announced, the proportion of shares held by the convening shareholders should not be less than ten percent (10%).</p>	<p>When the board of supervisors or the convening shareholders decide to convene an extraordinary general meeting of shareholders by themselves, they shall notify the board of directors in writing, and issue a notice convening the extraordinary general meeting. The content of the notice shall comply with the following requirements and the provision in Article 77:</p> <p>(1) no new content shall be added to the proposal, otherwise, the convening shareholders or the board of supervisors shall make a new request send a new notice to the board of directors for convening of the extraordinary general meeting of shareholders according to the aforesaid procedures;</p> <p>(2) the extraordinary general meeting of shareholders shall be held at the domicile of the Bank.</p> <p>Before the resolution of general meeting of shareholders is announced, the proportion of shares held by the convening shareholders should not be less than ten percent (10%).</p>

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31.	Article 91	<p>Resolutions on the following matters shall be adopted by general resolution by the general meeting of shareholders:</p> <p>(1) business policy and significant investment plan of the Bank;</p> <p>(2) election and replacement of directors, supervisors appointed from the shareholder representatives and external supervisors, and decision on matters concerning compensation of directors and supervisors;</p> <p>(3) work report of the board of directors and the board of supervisors;</p> <p>(4) annual financial budget proposal, final accounts, balance sheet, profits statement and other financial reports of the Bank;</p> <p>(5) examination and approval of changes in the way of using proceeds raised;</p> <p>(6) profit distribution and loss make-up plan of the Bank;</p> <p>(7) engagement and dismissal of accounting firms;</p> <p>(8) matters other than those stipulated by laws, administrative regulations, rules and the Articles that shall be adopted by special resolutions.</p>	<p>Resolutions on the following matters shall be adopted by general resolution by the general meeting of shareholders:</p> <p>(1) business policy and significant investment plan of the Bank;</p> <p>(2) election and replacement of directors, supervisors appointed from the shareholder representatives and external supervisors, and decision on matters concerning compensation of directors and supervisors;</p> <p>(3) work report of the board of directors and the board of supervisors;</p> <p>(4) annual financial budget proposal, final accounts, balance sheet, profits statement and other financial reports of the Bank;</p> <p>(5) examination and approval of changes in the way of using proceeds raised;</p> <p>(6) profit distribution and loss make-up plan of the Bank;</p> <p>(7) engagement and dismissal of <u>the accounting firms—firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</u></p> <p>(8) matters other than those stipulated by laws, administrative regulations, rules, <u>regulatory provisions</u> and the Articles that shall be adopted by special resolutions.</p>

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32.	Article 92	<p>The following items shall be adopted by the general meeting of shareholders by special resolutions:</p> <p>(1) increase or decrease of the Bank’s registered capital;</p> <p>(2) merger, division, dissolution, liquidation or change of corporate form of the Bank;</p> <p>(3) plans for issuance of corporate bonds or other securities and public listing;</p> <p>(4) redemption of the Bank’s shares;</p> <p>(5) revision of the Articles;</p> <p>(6) examination and approval or authorization to the board of directors to approve the establishment of legal persons, material merger and acquisition, material investment, material assets disposal and material guarantee and so on;</p> <p>(7) examination and approval of the share incentive plan;</p> <p>(8) other matters stipulated by laws, administrative regulations, rules and the Articles, or deemed by the general meeting of shareholders in a general resolution as it will have material impact on the Bank and require the adoption by a special resolution.</p>	<p>The following items shall be adopted by the general meeting of shareholders by special resolutions:</p> <p>(1) increase or decrease of the Bank’s registered capital;</p> <p>(2) merger, division, dissolution, liquidation or change of corporate form of the Bank;</p> <p>(3) plans for issuance of corporate bonds or other securities and public listing or listing of the Bank;</p> <p>(4) redemptionpurchase of the Bank’s shares;</p> <p>(5) revision of the Articles;</p> <p><u>(6) removal of an independent director;</u></p> <p>(6)(7) examination and approval or authorization to the board of directors to approve the establishment of legal persons, material merger and acquisition, material investment, material assets disposal and material guarantee and so on;</p> <p>(7)(8) examination and approval of the share incentive plan;</p> <p>(8)(9) other matters stipulated by laws, administrative regulations, rules, regulatory provisions and the Articles, or deemed by the general meeting of shareholders in a general resolution as it will have material impact on the Bank and require the adoption by a special resolution.</p>

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33.	Article 111	<p>When the Bank convenes the meeting of classified shareholders, it shall issue a written notice forty-five (45) days prior to the meeting, to inform all shareholders of that class who are listed in the register of the matters to be examined, time and place of the meeting. Shareholders who intend to attend the meeting shall send a written reply of attendance to the Bank twenty (20) days prior to the meeting.</p> <p>When the voting shares held by the shareholders who intend to attend the meeting reach more than half (1/2) of the total voting shares of such type at the meeting, the Bank may convene the meeting of classified shareholders. Otherwise, the Bank shall, within five (5) days, inform the shareholders of the matters to be examined, and the time and place of the meeting through public announcement. After issuing such a public announcement, the Bank may convene the meeting of classified shareholders.</p>	<p><u>To convene a</u>When the Bank convenes the meeting of classified shareholders, it shall, issue a written notice within forty-five (45) days prior to the meeting<u>within the required notice time period of convening a general meeting of shareholders which is stipulated in Article 74 of the Articles, send a written notice</u> to inform all shareholders of that class who are listed in the register of the matters to be examined, time and place of the meeting.Shareholders who intend to attend the meeting shall send a written reply of attendance to the Bank twenty (20) days prior to the meeting.</p> <p>When the voting shares held by the shareholders who intend to attend the meeting reach more than half (1/2) of the total voting shares of such type at the meeting, the Bank may convene the meeting of classified shareholders. Otherwise, the Bank shall, within five (5) days, inform the shareholders of the matters to be examined, and the time and place of the meeting through public announcement. After issuing such a public announcement, the Bank may convene the meeting of classified shareholders.</p>
34.	Article 114	<p>A director is a natural person, who does not necessarily hold the shares of the Bank. Directors of the Bank comprise executive directors, non-executive directors, and non-executive directors including independent directors. The term “executive director” refers to person who holds a position in the Bank other than director, or member or chairman of special committee of the board of directors.</p>	<p>A director is a natural person, who does not necessarily hold the shares of the Bank. Directors of the Bank comprise executive directors, non-executive directors, and non-executive directors including independent directors. The term “executive director” refers to person who holds a position in the Bank other than director,or chairman of special committee of the board of directors,<u>and also assumes the duties of a senior management member.</u></p>

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35.	Article 117	<p>Directors shall abide by the laws, administrative regulations, rules and the Articles, and shall assume the following duties of diligence to the Bank:</p> <p>(1) exercising the rights vested by the Bank prudentially, carefully and diligently to ensure that commercial operations of the Bank conform to the laws, administrative regulations and various requirements of economic policies, and that commercial activities of the Bank will not go beyond the business scope specified in the Business License;</p> <p>(2) treating all of the shareholders equally;</p> <p>(3) well informed of the Bank’s business operation and management status;</p> <p>(4) accepting the supervision over their performance of duty by the board of supervisors, providing relevant information and materials faithfully to the Board of Supervisors, and not hindering the board of supervisors or the supervisors from exercising their duties and powers;</p>	<p>Directors shall abide by the laws, administrative regulations, rules, regulatory provisions and the Articles, and shall assume the following duties of diligence or obligations to the Bank:</p> <p>(1) exercising the rights vested by the Bank prudentially, carefully and diligently to ensure that commercial operations of the Bank conform to the laws, administrative regulations and various requirements of economic policies, and that commercial activities of the Bank will not go beyond the business scope specified in the Business License;</p> <p>(2) <u>when performing duties, being responsible to the Bank and all shareholders,</u> and treating all of the shareholders equally fairly;</p> <p>(3) <u>paying continuous attention to well-informed</u> of the Bank’s business operation and management, <u>and having the right to require the senior management to provide comprehensive, timely and accurate information on the Bank’s operation and management situation, or to make explanations on relevant issues;</u></p>

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		(5) other diligent duties vested by laws, administrative regulations, rules and the Articles.	<p><u>(4) attending the meetings of the board of directors on time, sufficiently examining the matters deliberated by the board of directors, giving opinions independently, professionally and objectively, and voting independently on the basis of prudential judgment;</u></p> <p><u>(5) assuming responsibility for the resolutions of the board of directors;</u></p> <p><u>(6) supervising the implementation of the resolutions of the shareholders' general meeting and the board of directors by the senior management members;</u></p> <p><u>(7) actively participating in training organized by the Bank and regulatory authorities, among others, understanding the rights and obligations of directors, being familiar with relevant laws, regulations, and regulatory provisions, and continuing to have the professional knowledge and capabilities required to perform duties;</u></p>

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			<p><u>(8) complying with a Code of Professional Ethics that sets high standards, and taking into account the lawful rights and interests of stakeholders;</u></p> <p><u>(9) having an obligation of loyalty and diligence to the Bank, performing duties dutifully and prudentially, and ensuring sufficient time and energy to perform duties;</u></p> <p>(4)<u>(10)</u> accepting the supervision over their performance of duty by the board of supervisors, providing relevant information and materials faithfully to the Board of Supervisors, and not hindering the board of supervisors or the supervisors from exercising their duties and powers;</p> <p>(5)<u>(11)</u> other diligent<u>or obligations</u> vested by laws, administrative regulations, rules, <u>regulatory provisions</u> and the Articles.</p>

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36.	Article 120	<p>Directors shall attend at least two thirds (2/3) of the board meetings in person each year.</p> <p>If a director fails to attend board meeting in person or by entrusting any other director as his/her proxy for two consecutive times, or attends less than two thirds (2/3) of total board meetings in person within one year, he/she shall be deemed as unable to perform his/her duties, and the board of directors shall propose the general meeting of shareholders to dismiss him/her.</p> <p>The attendance in person in the Articles refers to the relevant attendee attends the meeting in person, and entrusted attendance refers to the relevant attendee entrusts others in writing to attend the meeting on his/her behalf.</p>	<p>Directors shall attend at least more than two thirds (2/3) of the on-site board meetings in person each year.</p> <p>If a director fails to attend board meeting in person or by entrusting any other director as his/her proxy for two consecutive times, or attends less than two thirds (2/3) of total board meetings in person within one year, he/she shall be deemed as unable to perform his/her duties, and the board of directors shall propose the general meeting of shareholders to dismiss him/her.</p> <p>The attendance in person in the Articles refers to the relevant attendee attends the meeting in person, and entrusted attendance refers to the relevant attendee entrusts others in writing to attend the meeting on his/her behalf.</p>
37.	Article 121	<p>The general meeting of shareholders shall not dismiss any director without cause prior to the expiry of his/her service term. However, the general meeting of shareholders may dismiss any director before expiration of his/her service term by adopting a general resolution in accordance with relevant laws and administrative regulations (but the director's right to raise any claim in accordance with any contract shall not be affected).</p>	<p>The general meeting of shareholders shall not dismiss any director without cause prior to the expiry of his/her service term. However, the The general meeting of shareholders may dismiss any director or remove any director from his/her position before expiration of his/her service term by adopting a general resolution in accordance with relevant laws and administrative regulations (but the director's right to raise any claim in accordance with any contract shall not be affected).</p>

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38.	Article 122	<p>A director may resign prior to the expiry of his/her service term. When a director intends to resign, he/she shall submit a written resignation to the board of directors. The board of directors shall disclose this fact within two (2) days.</p> <p>If the number of directors falls below the quorum because reelection is not timely conducted upon expiry of the term of office of a director, or resignation of a director during his term of office, then such director shall continue to perform his/her duties in accordance with laws, administrative regulations, rules and the Articles until a new director is elected and assumes his/her office.</p> <p>Except in the aforesaid situation where the resignation of any director results in the number of directors to fall below the quorum, the resignation of a director shall become effective when it is served upon the board of directors. The resignation of independent director shall be dealt with in accordance with Section 2 of this Chapter.</p>	<p>A director may resign prior to the expiry of his/her service term. When a director intends to resign, he/she shall submit a written resignation to the board of directors. The board of directors shall disclose this fact within two (2) days.</p> <p>If the number of directors falls below the quorum <u>or two thirds (2/3) of the number of directors stipulated in the Articles</u> because reelection is not timely conducted upon expiry of the term of office of a director, or resignation of a director during his/her term of office, then such director shall continue to perform his/her duties in accordance with laws, administrative regulations, rules and the Articles until a new director is elected and assumes his/her office. <u>If the Bank falls in to troubled situation calling for disposal actions, directors of the Bank shall not resign without the approval of the regulatory authority.</u></p> <p>Except in the aforesaid situation where the resignation of any director results in the number of directors to fall below the <u>quorum number of persons mentioned in the preceding paragraph</u>, the resignation of a director shall become effective when it is served upon the board of directors. The resignation of independent director shall be dealt with in accordance with Section 2 of this Chapter.</p>

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SN	Article	Pre-revision articles	Post-revision articles
			<u>When a director is removed by the general meeting of shareholders, dies, resigns due to loss of independence as in the case of an independent director, or otherwise is unable to perform the duties of director, rendering the number of directors lower than the minimum number required by the <i>Company Law</i> or required for voting by the board of directors, the general meeting of shareholders shall exercise the power of the board of directors until the number of members of the board of directors meets the requirements.</u>
39.	Article 123	<p>The term “independent director(s) of the Bank” refers to director(s) who do not hold any position in the Bank other than director, or member or chairman of special committee of the board of directors, and those who have no relation with the Bank and its major shareholders that may affect their independent and objective judgment. Independent directors of the Bank shall include at least one financial or accounting professional.</p> <p>Independent directors shall be with high professional qualities and good reputation, and shall, meanwhile, satisfy the following requirements:</p> <p>(1) satisfying the qualification requirements set forth by laws and administrative regulations and rules for persons holding the position of director in a listed company;</p> <p>(2) independently performing their duties without any interference from the major shareholders, actual controllers, or other entities or individuals with a material interest with the Bank;</p> <p>(3) with bachelor degree or above, or holding relevant senior technical title;</p>	<p>The term “independent director(s) of the Bank” refers to director(s) who do not hold any position in the Bank other than director, or member or chairman of special committee of the board of directors, and those who have no relation with the Bank and its major shareholders that may affect their independent and objective judgment. Independent directors of the Bank shall include at least one financial or accounting professional.</p> <p>Independent directors shall be with high professional qualities and good reputation, and shall, meanwhile, satisfy the following requirements:</p> <p>(1) satisfying the qualification requirements set forth by laws and administrative regulations and rules for persons holding the position of director in a listed company;</p> <p>(2) independently performing their duties without any interference from the major shareholders, actual controllers, or other entities or individuals with a material interest with the Bank;</p> <p>(3) with bachelor degree or above, or holding relevant senior technical title;</p>

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		<p>(4) having basic knowledge about the operation of a listed company and familiar with relevant laws, administrative regulations and rules;</p> <p>(5) having more than eight (8) years experiences in law, economy, finance, accounting or other working experiences which are helpful for performing the duties of an independent director;</p> <p>(6) being familiar with operation and management of commercial banks and relevant laws and administrative regulations and rules;</p> <p>(7) being able to read, understand and analyze credit statistical report and financial report of commercial banks;</p> <p>(8) ensuring enough time and energy to effectively perform duties and promising to duly perform duty of loyalty and diligence.</p>	<p>(4) having basic knowledge about the operation of a listed company and familiar with relevant laws, administrative regulations and rules;</p> <p>(5) having more than eight (8) years experiences in law, economy, finance, accounting or other working experiences which are helpful for performing the duties of an independent director;</p> <p>(6) being familiar with operation and management of commercial banks and relevant laws and administrative regulations and rules;</p> <p>(7) being able to read, understand and analyze credit statistical report and financial report of commercial banks;</p> <p>(8) ensuring enough time and energy to effectively perform duties and promising to duly perform duty of loyalty and diligence.</p> <p><u>A natural person can serve as an independent director in up to five (5) domestic and overseas companies concurrently. When the natural person serves as independent directors in banking and insurance institutions concurrently, relevant institutions shall have neither connected relationship nor conflicts of interest. A natural person shall not serve as an independent director in more than two commercial banks concurrently.</u></p>

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40.	Article 126	<p>An independent director may resign prior to the expiry of his/her service term. Such independent director shall continue to perform his/her duties until the resignation is approved by the board of directors.</p> <p>When an independent director resigns, he/she shall submit a written resignation to the board of directors, and submit a written statement to the most recently held general meeting of shareholders to specify any circumstance related to the resignation or any fact that he/she believes necessary to draw the attention of the Bank's shareholders and creditors.</p> <p>If the resignation of any independent director causes the number of independent directors to fall below the quorum, the resignation of such independent director shall only become effective when his/her successor has been elected to fill his/her vacancy.</p>	<p>An independent director may resign prior to the expiry of his/her service term. Such independent director shall continue to perform his/her duties until the resignation is approved by the board of directors.</p> <p>When an independent director resigns, he/she shall submit a written resignation to the board of directors, and submit a written statement to the most recently held general meeting of shareholders to specify any circumstance related to the resignation or any fact that he/she believes necessary to draw the attention of the Bank's shareholders and creditors.</p> <p>If the resignation of any independent director causes the numberproportion of independent directors to fall below the quorumone-third (1/3) of the total number of directors, the resignation of such independent director shall only become effective when his/her successor has been elected to fill his/her vacancy <u>the independent director shall continue to perform his or her duties before the new independent director takes office, except for those who resign or are dismissed due to loss of independence.</u></p>

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41.	Article 128	None	<p><u>Independent directors shall perform their duties in good faith, independently and diligently, earnestly safeguard the legitimate rights and interests of the Bank, minority shareholders and financial consumers, and shall not be affected by the shareholders, actual controllers, senior management members or any other entity or individual having a material interest with the Bank.</u></p> <p><u>Where the Bank’s corporate governance mechanism has major defects or failure, independent directors shall report such facts to the regulatory authority in a timely manner. Independent directors shall keep the Bank’s business secrets, except for the purpose of reporting relevant information to the regulatory authority as required.</u></p>

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42.	Article 130 (Original Article 129)	<p>Independent directors shall give objective, impartial and independent opinions on the matters discussed at the general meeting of shareholders or board meeting of the Bank, especially shall address their opinions to the general meeting of shareholders and the board meeting on the following matters:</p> <p>(1) significant related party transactions;</p> <p>(2) profit distribution plan;</p> <p>(3) appointment and dismissal of senior management personnel;</p> <p>(4) matters deemed by independent director as such that may impair the rights and interests of depositors and minority shareholders;</p> <p>(5) matters deemed by independent director as such that may cause significant loss to the Bank;</p> <p>(6) nomination, appointment and dismissal of directors;</p> <p>(7) compensations of directors and senior management personnel;</p> <p>(8) other matters as stipulated by laws, administrative regulations, rules and the Articles.</p>	<p>Independent directors shall give objective, impartial and independent opinions on the matters discussed at the general meeting of shareholders or board meeting of the Bank, especially shall address their opinions to the general meeting of shareholders and the board meeting on the following matters:</p> <p>(1) significant related party transactions;</p> <p>(2) profit distribution plan;</p> <p>(3) appointment and dismissal of senior management personnel;</p> <p>(54) matters deemed by independent director as such that may cause significant loss to the Bank;</p> <p>(65) nomination, appointment and dismissal of directors;</p> <p>(76) compensations of directors and senior management personnel;</p> <p><u>(7) engagement or dismissal of the accounting firm that conducts periodic statutory audit of the financial accounting reports of the Bank;</u></p> <p>(48) <u>other matters deemed by independent director as such that may cause significant loss to the Bank that may have a significant impact on the lawful rights and interests of the Bank, minority shareholders and financial consumers;</u></p> <p>(89) other matters as stipulated by laws, administrative regulations, rules, <u>regulatory provisions</u> and the Articles.</p>

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43.	Article 131 (Original Article 130)	<p>To ensure effective performance of duties by independent directors, the Bank shall provide the following necessary conditions for independent directors:</p> <p>(1) ensuring that independent directors enjoy the same right of information as other directors;</p> <p>(2) providing the necessary working conditions for independent directors to perform their duties;</p> <p>(3) ensuring positive cooperation of the secretary of the board of directors and other relevant personnel when independent directors are performing their duties;</p> <p>(4) assuming reasonable expenses incurred from engaging intermediary institutions and performing their duties by independent directors.</p>	<p>To ensure effective performance of duties by independent directors, the Bank shall provide the following necessary conditions for independent directors:</p> <p>(1) ensuring that independent directors enjoy the same right of information as other directors, <u>and provide them, in a timely and complete manner, with necessary information to participate in decision-making;</u></p> <p>(2) providing the necessary working conditions necessary for the independent directors to perform their duties;</p> <p>(3) ensuring positive cooperation of the secretary of the board of directors and other relevant personnel when independent directors are performing their duties;</p> <p>(4) assuming reasonable expenses incurred from engaging intermediary institutions and performing their duties by independent directors.</p>

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44.	Article 139 (Original Article 138)	<p>The board of directors shall exercise the following functions and powers:</p> <p>(1) being responsible for convening the general meeting of shareholders and reporting its work to the general meeting of shareholders;</p> <p>(2) implementing the resolutions of the general meeting of Shareholders;</p> <p>(3) deciding on the business plan, investment proposal and development strategies of the Bank;</p> <p>(4) formulating the annual financial budget and final accounts of the Bank;</p> <p>(5) formulating plans for profit distribution and loss make-up of the Bank;</p> <p>(6) formulating plans for the increase or decrease of the Bank’s registered capital;</p> <p>(7) formulating plans for merger, division, dissolution and change of corporate form;</p> <p>(8) formulating plans for issuance of corporate bonds or other securities and public listing;</p>	<p>The board of directors shall exercise the following functions and powers:</p> <p>(1) being responsible for convening the general meeting of shareholders and reporting its work to the general meeting of shareholders;</p> <p>(2) implementing the resolutions of the general meeting of Shareholders;</p> <p>(3) deciding on the business plan and investment proposal and development strategies of the Bank, <u>formulating the development strategy and supervising its implementation;</u></p> <p>(4) formulating the annual financial budget and final accounts of the Bank;</p> <p>(5) formulating plans for profit distribution and loss make-up of the Bank;</p> <p>(6) formulating plans for the increase or decrease of the Bank’s registered capital <u>and financial restructuring plan;</u></p> <p>(7) formulating plans for merger, division, dissolution and change of corporate form;</p>

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		<p>(9) formulating plans for repurchase of the shares of the Bank;</p> <p>(10) drafting an amendment to the Articles;</p> <p>(11) approving issues regarding the establishment of legal persons, material merger and acquisition, material investment, material assets disposal, material guarantee and so on, according to the scope of authorization by the general meeting of shareholders;</p> <p>(12) engaging or dismissing president and the secretary of the board of directors and deciding on their compensation, bonus and penalty issues; studying and determining chairmen and members of special committees of the board of directors;</p> <p>(13) engaging or dismissing vice president and other senior management personnel (except the secretary of the board of directors) who shall be engaged or dismissed by the board of directors under relevant laws according to the nomination of the president and deciding on their compensation, bonus and penalty issues;</p>	<p><u>(8) developing the Bank’s capital plan and assuming ultimate responsibility for capital or solvency management;</u></p> <p>(8)(9) formulating plans for issuance of corporate bonds or other securities and public listing <u>and capital replenishment plan;</u></p> <p>(9)(10) formulating plans for repurchase of the shares of the Bank <u>major acquisitions of the Bank or for the purchase of the Bank’s shares;</u></p> <p><u>(11) formulating share incentive plans and employee stock ownership plans;</u></p> <p>(10) drafting an amendment to <u>(12) developing plans for revising the Articles, formulating rules of procedure for the general meeting of shareholders and the board of directors, examining and approving the working rules for the special committees of the board of directors and working rules for the president;</u></p> <p>(11)(13) approving issues regarding the establishment of <u>important</u> legal person institutions;</p>

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		<p>(14) formulating basic management systems of the Bank such as risk management system and internal control system, and supervising the implementation of such systems;</p> <p>(15) deciding on or authorizing the president to decide on the establishment of tier-one departments of the head office, domestic tier-one branches, the branches and offices directly under the head office and branches and offices outside Mainland China;</p> <p>(16) approving the internal audit rules, medium and long term audit plans, annual work plans and internal audit system; deciding on or authorizing the audit committee of the board of directors to decide on audit budget, compensation of personnel and engagement and dismissal of the principals;</p> <p>(17) formulating and implementing throughout the Bank clearly defined responsibility system and accountability system; regularly evaluating and improving corporate governance of the Bank;</p> <p>(18) managing information disclosure of the Bank;</p>	<p><u>(14) reviewing and approving</u> the Bank’s material merger and acquisition, material <u>external investment, material asset purchase, material assets disposal and write-off, material asset mortgage and other non-commercial banking business, material guarantee, material external donations and data governance</u>, and so on, <u>in accordance with laws and regulations, regulatory provisions and the Articles, within the scope of authorization by the general meeting of shareholders;</u></p> <p>(12)(15) engaging or dismissing president and the secretary of the board of directors, and deciding on their compensation, bonus and penalty issues; studying and determining chairmen and members of special committees of the board of directors;</p> <p>(13)(16) engaging or dismissing vice president and other senior management personnel (except the secretary of the board of directors) who shall be engaged or dismissed by the board of directors under relevant laws according to the nomination of the president and deciding on their compensation, bonus and penalty issues;</p>

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		<p>(19) proposing the engagement or dismissal of accounting firm to the general meeting of shareholders;</p> <p>(20) formulating related party transaction management system, examining and approving or authorizing the related party transaction control committee to approve related party transactions (except for those related party transactions that shall be examined and approved by a general meeting of shareholders in accordance with laws); making special report to the general meeting of shareholders on the implementation of related party transaction management system and the status of related party transactions;</p> <p>(21) examining and approving proposals put forth by special committees;</p> <p>(22) according to relevant regulatory requirements, listening to the work report made by the president and other senior management personnel of the Bank so as to ensure the directors obtain sufficient information in a timely manner in relation to performance of their duties; supervising and ensuring the president and other senior management personnel to perform their management duties effectively;</p>	<p>(14)(17) formulating <u>policies and</u> basic management systems of the Bank, such as <u>risk tolerance</u>, risk management and internal control system, and supervising the implementation of such systems, <u>and taking ultimate responsibility for Enterprise Risk Management</u>;</p> <p>(15)(18) deciding on or authorizing the president to decide on the establishment of the head office, domestic tier-one branches, the branches and offices <u>business institutions</u> directly under the head office, and branches <u>overseas business institutions</u> offices outside Mainland China;</p> <p>(16)(19) approving the internal audit rules, medium and long term audit plans, annual work plans and internal audit system; deciding on or authorizing the audit committee of the board of directors to decide on audit budget, compensation of personnel and engagement and dismissal of the principals;</p> <p>(17)(20) formulating and implementing throughout the Bank clearly defined responsibility system and accountability system; regularly evaluating and improving corporate governance of the Bank;</p>

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		<p>(23) exercising other functions and powers vested by laws, administrative regulations, rules or the Articles as well as authorized by the general meeting of shareholders.</p>	<p>(18)(21) managing being responsible for the Bank's information disclosure of the Bank, and taking the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of financial accounting reports;</p> <p>(19)(22)proposing submitting to the general meeting of shareholders the engagement or dismissal of the accounting firm to the general meeting that conducts periodic statutory audit of shareholders the financial accounting reports of the Bank;</p> <p>(20)(23) formulating related party transaction management system, examining and approving or authorizing the related party transaction control committee to approve related party transactions (except for those related party transactions that shall be examined and approved by a general meeting of shareholders in accordance with laws); making special report to the general meeting of shareholders on the implementation of related party transaction management system and the status of related party transactions;</p>

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			<p>(21)(24) examining and approving proposals put forth by special committees;</p> <p>(22)(25) according to relevant regulatory requirements, listening to the work report made by the president and other senior management personnel of the Bank so as to ensure the directors obtain sufficient information in a timely manner in relation to performance of their duties; supervising and ensuring the president and other senior management personnel to perform their management duties effectively;</p> <p><u>(26) reviewing the Bank’s policy objectives and related matters for fulfilling social responsibilities in areas such as environment, society and governance (ESG);</u></p> <p><u>(27) reviewing the Bank’s green finance strategy and policy objectives for climate risk management and related matters;</u></p> <p><u>(28) reviewing the Bank’s development strategy planning, basic management policy, annual operational plan as well as appraisal and assessment measures, among others, for inclusive finance business;</u></p>

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			<p><u>(29) deciding on the Bank’s consumer protection strategy, policies and objectives, safeguarding the lawful rights and interests of financial consumers and other stakeholders;</u></p> <p><u>(30) establishing a mechanism to identify, review and manage the conflicts of interest between the Bank and the shareholders, especially the substantial shareholders;</u></p> <p><u>(31) being responsible for the management of shareholders’ affairs;</u></p> <p><u>(32) establishing and implementing an accountability system for the performance of duties of the senior management members, and clarify the specific ways to investigate and hold persons concerned accountable for dereliction of duty and improper performance of duties;</u></p> <p><u>(33) assuming the ultimate responsibility for consolidated management, formulating the overall strategic policy of the Bank’s consolidated management, examining and approving the basic systems and measures for consolidated management, and establishing a regular review and evaluation mechanism for consolidated management;</u></p> <p>(23)<u>(34)</u> exercising other functions and powers vested by laws, administrative regulations, rules, regulatory provisions or the Articles as well as authorized by the general meeting of shareholders.</p>

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45.	Original Article 141 (delete)	The board of directors shall formulate the rules of procedures for the board of directors, which shall be executed after being examined and approved by the general meeting of shareholders, to ensure the efficiency and scientific decision-making of the board of directors.	This article is deleted.
46.	Article 142	None	<u>The board of directors shall practice a Code of Professional Ethics that sets high standards. Its Code of Professional Ethics shall serve the Bank’s long-term interests.</u>
47.	Article 145 (Original Article 144)	The board of directors shall supervise the implementation of the development strategies of the Bank and regularly re-examine the development strategies so as to ensure such strategies are consistent with the operation of the Bank and changes of the market environment. The opinions of the Party Committee shall be heard before the board of directors decides on material issues of the Bank.	The board of directors shall supervise the implementation of the development strategies of the Bank and regularly re-examine the development strategies so as to ensure such strategies are consistent with the operation of the Bank and changes of the market environment. The opinions of the Party Committee shall be heard <u>Party Committee research and discussion as preliminary procedure shall be performed</u> before the board of directors <u>or the senior management</u> decide on material issues <u>operational and management matters</u> of the Bank.
48.	Original Article 145 (delete)	The board of directors shall be ultimately responsible for the management of consolidated financial accounts and shall be responsible for establishing the Bank’s overall strategic policies on consolidated financial accounts management, considering and approving the basic system of and measures for the management of consolidated financial accounts, and establishing the mechanism of regular review and assessment of consolidated financial accounts management.	This article is deleted.

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SN	Article	Pre-revision articles	Post-revision articles
49.	Article 151	<p>The chairman of the board of directors shall convene and preside over the board meeting within ten (10) days in one of the following circumstances:</p> <p>(1) when shareholders representing more than ten percent (10%) of the voting shares propose to do so;</p> <p>(2) when the chairman of the board of directors considers it necessary;</p> <p>(3) when more than one third (1/3) of the directors propose to do so;</p> <p>(4) when the board of supervisors proposes to do so;</p> <p>(5) when more than half (1/2) of the independent directors propose to do so;</p> <p>(6) when the president of the Bank proposes to do so.</p> <p>A notice shall be issued within a reasonable time limit before an interim board meeting is convened.</p>	<p>The chairman of the board of directors shall convene and preside over the board meeting within ten (10) days in one of the following circumstances:</p> <p>(1) when shareholders representing more than ten percent (10%) of the voting shares propose to do so;</p> <p>(2) when the chairman of the board of directors considers it necessary;</p> <p>(3) when more than one third (1/3) of the directors propose to do so;</p> <p>(4) when the board of supervisors proposes to do so;</p> <p>(5) when more than half (1/2) two (2) of the independent directors propose to do so;</p> <p>(6) when the president of the Bank proposes to do so.</p> <p>A notice shall be issued within a reasonable time limit before an interim board meeting is convened.</p>

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50.	Article 155	<p>Resolutions of the board of directors shall be approved and adopted by more than half (1/2) of all directors, but for the following matters, the resolution shall be approved and adopted by more than two thirds (2/3) of all directors, and the board meeting should not be held by adoption of written resolutions:</p> <p>(1) formulating the annual financial budget and final accounts of the Bank;</p> <p>(2) profit distribution plans or deficiency coverage plans;</p> <p>(3) capital replenishment plan;</p> <p>(4) plans for the increase or decrease of registered capital;</p> <p>(5) plans for merger, division, dissolution and change of corporate form;</p> <p>(6) plans for issuance of corporate bonds or other securities and public listing;</p> <p>(7) plans for repurchase of the shares of the Bank;</p> <p>(8) amendments to the Articles;</p>	<p>Resolutions of the board of directors shall be approved and adopted by more than half (1/2) of all directors, but for the following matters, the resolution shall be approved and adopted by more than two thirds (2/3) of all directors, and the board meeting should not be held by adoption of written resolutions:</p> <p>(1) formulating the annual financial budget and final accounts of the Bank;</p> <p>(2) profit distribution plans or deficiency coverage plans;</p> <p>(3) capital replenishment plan;</p> <p>(4) plans for the increase or decrease of registered capital;</p> <p>(5) plans for merger, division, dissolution and change of corporate form;</p> <p>(6) plans for issuance of corporate bonds or other securities and public listing;</p> <p>(7) plans for repurchase of the shares of the Bank plans for purchase of the shares of the Bank;</p> <p>(8) amendments to the Articles;</p>

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		<p>(9) establishment of legal persons, material merger and acquisition, material investment and material assets disposal and material guarantee matters and so on;</p> <p>(10) financial restructuring;</p> <p>(11) appointing or dismissing president and secretary of the board of directors and other senior management personnel of the Bank who shall be appointed or dismissed by the board of directors under relevant laws, deciding on their compensation, bonus and penalty matters; appointing chairmen and members of special committees of the board of directors;</p> <p>(12) proposing the engagement or dismissal of accounting firm to the general meeting of shareholders;</p> <p>(13) such other matters whereby more than half (1/2) of all directors consider will have a material adverse effect on the Bank and shall be approved and adopted by more than two thirds (2/3) of all directors.</p>	<p>(9) establishment of legal persons, material merger and acquisition, material investment and material assets disposal and material guarantee matters and so on;</p> <p>(10) financial restructuring;</p> <p><u>(11) compensation plans for directors or senior management personnel;</u></p> <p>(12) appointing or dismissing president and secretary of the board of directors and other senior management personnel of the Bank who shall be appointed or dismissed by the board of directors under relevant laws, deciding on their compensation, bonus and penalty matters; appointing chairmen and members of special committees of the board of directors;</p> <p>(13) <u>proposing submitting to the general meeting of shareholders the engagement or dismissal of the accounting firm to the general meeting that conducts periodic statutory audit of shareholders the financial accounting reports of the Bank;</u></p> <p>(13) such other matters whereby more than half (1/2) of all directors consider will have a material adverse effect on the Bank and shall be approved and adopted by more than two thirds (2/3) of all directors.</p>

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SN	Article	Pre-revision articles	Post-revision articles
51.	Article 158	<p>Directors shall attend the board meeting in person. If a director cannot attend the meeting in person due to some reason, he/she may entrust another director of the same type of position in writing to attend the meeting on his/her behalf (if an independent director cannot attend the meeting in person due to some reason and intends to attend the meeting by means of entrustment, he/she shall entrust another independent director to attend the meeting on his/her behalf). The proxy letter shall specify the proxy's name, entrusted matters, the scope of the authority and the valid term, and shall be affixed with the signature or seal of the entrustor.</p> <p>The director who attends the board meeting on behalf of another director shall exercise the right of the entrustor within the scope of authorization. If any director fails to attend the board meeting or entrusts a proxy to be present on his/her behalf, he/she shall be deemed to have waived his/her voting rights at that meeting.</p>	<p>Directors shall attend the board meeting in person. If a director cannot attend the meeting in person due to some reason, he/she may entrust another director of the same type of position in writing to attend the meeting on his/her behalf. <u>However, an independent director shall not authorize a non-independent director to attend the meeting on his/her behalf.</u> (if an independent director cannot attend the meeting in person due to some reason and intends to attend the meeting by means of entrustment, he/she shall entrust another independent director to attend the meeting on his/her behalf). The proxy letter shall specify the proxy's name, entrusted matters, the scope of the authority and the valid term, <u>as well as the principal's personal opinion and voting intention on the proposals,</u> and shall be affixed with signature or seal of the principal.</p> <p><u>A director may in principle be authorized by at most two directors who are not present at a meeting in person. When deliberating a related party transaction, a non-related director shall not authorize a related director to be present on his or her behalf.</u></p> <p>The director who attends the board meeting on behalf of another director shall exercise the right of the entrustor within the scope of authorization. If any director fails to attend the board meeting or entrusts a proxy to be present on his/her behalf, he/she shall be deemed to have waived his/her voting rights at that meeting.</p>

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SN	Article	Pre-revision articles	Post-revision articles
52.	Article 166	<p>The board of directors of the Bank shall have strategy committee, audit committee, risk management committee, nomination committee, compensation committee and related party transactions control committee. The board of directors may set up other special committees and adjust the existing committees whenever necessary. Each special committee shall be accountable to the board of directors, and upon the authorization by the board of directors, provide the board of directors with professional opinions or make decision on professional matters. Each special committee may engage an intermediary institution to issue professional advice and the reasonable expenses incurred shall be borne by the Bank.</p> <p>Each special committee member shall be a director of the Bank and each special committee shall be composed of no less than three (3) directors. Independent directors shall form the majority of the audit committee, nomination committee, compensation committee and related party transactions control committee and act as the chairman in such committees. Members of the audit committee shall be non-executive directors.</p>	<p>The board of directors of the Bank shall have strategy committee, <u>corporate social responsibility and consumer protection committee</u>, audit committee, risk management committee, nomination committee, compensation committee and related party transactions control committee; <u>and other special committees</u>. The board of directors may set up other special committees and adjust the existing committees whenever necessary.</p> <p>Each special committee shall be accountable to the board of directors, and upon the authorization by the board of directors, provide the board of directors with professional opinions or make decisions <u>in accordance with the Articles and upon the explicit authorization by the board of directors</u>. Each special committee may engage an intermediary institution to issue professional advice and the reasonable expenses incurred shall be borne by the Bank.</p> <p>Each special committee member shall be a director of the Bank and each special committee shall be composed of no less than three (3) directors. Independent directors shall form the majority of the audit committee, nomination committee, compensation committee and related party transactions control committee and act as the chairman in such committees. <u>In principle, the proportion of independent directors on the risk management committee shall not be lower than one-third</u>, and members of the audit committee shall be non-executive directors.</p>

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SN	Article	Pre-revision articles	Post-revision articles
53.	Article 167	<p>The strategy committee shall exercise the following functions and duties:</p> <p>(1) examining plans for strategic development and material overall strategic risk events and making suggestions in that respect to the board of directors;</p> <p>(2) examining annual financial budgets and final accounts, making suggestions in that respect to the board of directors;</p> <p>(3) examining the strategic capital allocation (such as capital structure and capital adequacy ratio) and asset-liability management targets, making suggestions in that respect to the board of directors;</p> <p>(4) preparing plans for the overall development of different kinds of financial business and making suggestions in that respect to the board of directors;</p> <p>(5) examining plans for significant restructuring and adjustments, making suggestions in that respect to the board of directors;</p>	<p>The strategy committee shall exercise the following functions and duties:</p> <p>(1) examining plans for strategic development and material overall strategic risk events and making suggestions in that respect to the board of directors;</p> <p>(2) examining annual financial budgets and final accounts, making suggestions in that respect to the board of directors;</p> <p>(3) examining the strategic capital allocation (such as capital structure and capital adequacy ratio) and asset-liability management targets, making suggestions in that respect to the board of directors;</p> <p>(4) preparing plans for the overall development of different kinds of financial business and making suggestions in that respect to the board of directors;</p> <p>(5) examining plans for significant restructuring and adjustments, making suggestions in that respect to the board of directors;</p>

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		<p>(6) being responsible for examining the making of significant investment and financing plans and proposals in that respect as submitted by the management, making suggestions in that respect to the board of directors;</p> <p>(7) being responsible for examining the making of merger and acquisition plans and proposals in that respect as submitted by the management, making suggestions in that respect to the board of directors;</p> <p>(8) examining the strategic development plan of domestic and overseas branches and offices, making suggestions in that respect to the board of directors;</p> <p>(9) examining plans for strategic human resources development, making suggestions in that respect to the board of directors;</p> <p>(10) examining plans for IT development and other special strategic development plans, making suggestions in that respect to the board of directors;</p>	<p>(6) being responsible for examining the making of significant investment and financing plans and proposals in that respect as submitted by the management, making suggestions in that respect to the board of directors;</p> <p>(7) being responsible for examining the making of merger and acquisition plans and proposals in that respect as submitted by the management, making suggestions in that respect to the board of directors;</p> <p>(8) examining the strategic development plan of domestic and overseas branches and offices, making suggestions in that respect to the board of directors;</p> <p>(9) examining plans for strategic human resources development, making suggestions in that respect to the board of directors;</p> <p>(10) examining plans for IT development and other special strategic development plans, making suggestions in that respect to the board of directors;</p>

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		<p>(11) examining green credit strategy, consumer protection strategy and performance of social responsibility in respect of environment, society and governance, and making suggestions to the board of directors;</p> <p>(12) examining and assessing whether the corporate governance structure is sound so as to ensure that the financial report, risk management and internal control of the Bank meet the Bank's standards for corporate governance; and</p> <p>(13) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>(11) <u>examining strategic arrangements for social responsibility and green credit strategy, consumer protection strategy and performance of annual social responsibility</u> in respect of environment, society and governance; <u>reports (ESG reports)</u>; and making suggestions to the board of directors;</p> <p>(12) examining and assessing whether the corporate governance structure is sound so as to ensure that the financial <u>accounting</u> report, risk management and internal control of the Bank meet the Bank's standards for corporate governance; and</p> <p>(13) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>

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SN	Article	Pre-revision articles	Post-revision articles
54.	Article 168	None	<p><u>The Corporate Social Responsibility and Consumer Protection Committee shall exercise the following functions and duties:</u></p> <p><u>(1) listening to and reviewing the Bank’s policy objectives for its performance of social responsibility in respect of environment, society, governance (ESG) and services for rural revitalization, and corporate culture development, getting briefed on the Bank’s implementation of social responsibility, and reporting to the board of directors;</u></p> <p><u>(2) discussing major issues and studying policies of the Bank for the consumer protection, guiding and supervising the establishment and improvement of the management system for the consumer protection, examining the implementation of the Bank’s consumer protection strategy, policies, objectives, and work reports and urging remedial actions, and making suggestions to the board of directors;</u></p> <p><u>(3) examining the Bank’s policy objectives for its green finance strategy, climate risk management and establishment of green bank and relevant matters and making suggestions to the board of directors;</u></p>

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			<p><u>(4) examining the Bank’s development strategy and planning, basic management policy, annual operational plans as well as performance assessment measures for inclusive finance business, and making suggestions to the board of directors;</u></p> <p><u>(5) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</u></p>
55.	Article 170 (Original Article 169)	<p>The risk management committee shall exercise the following functions and duties:</p> <p>(1) examining and amending risk strategies, risk management policies, risk preference, overall risk management system and internal control procedures of the Bank, supervising and assessing the implementation and effectiveness thereof according to the overall strategy of the Bank, making suggestions in that respect to the board of directors;</p> <p>(2) supervising the Bank’s risk management system on an ongoing basis, supervising and assessing the establishment, organizational structure, working procedures and effectiveness of the risk management department and making suggestions for improvement;</p> <p>(3) supervising and assessing the risk control by the senior management in respect of credit, market, operation, liquidity, compliance, reputation etc., and making suggestions for improving the Bank’s risk management and internal control;</p>	<p>The risk management committee shall exercise the following functions and duties:</p> <p>(1) examining and amending risk strategies, risk management policies, risk preference, overall risk management system and internal control procedures of the Bank, supervising and assessing the implementation and effectiveness thereof according to the overall strategy of the Bank, making suggestions in that respect to the board of directors;</p> <p>(2) supervising the Bank’s risk management system on an ongoing basis, supervising and assessing the establishment, organizational structure, working procedures and effectiveness of the risk management department and making suggestions for improvement;</p> <p>(3) supervising and assessing the risk control by the senior management in respect of <u>strategy</u>, credit, market, operation; <u>(case prevention)</u>, liquidity, compliance, reputation etc., <u>information technology, interest rate in the banking book, control of country risk and other risks</u>, and making suggestions for improving the Bank’s risk management and internal control;</p>

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		<p>(4) conducting regular assessments on the risk policies, risk preference and overall risk management status of the Bank, making suggestions in that respect to the board of directors;</p> <p>(5) examining and approving significant risk management affairs or transactions that are beyond the authority of the president or submitted by the president to the risk management committee for consideration, according to the authorization by the board of directors; and</p> <p>(6) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>(4) conducting regular assessments on the risk policies, risk preference and overall risk management status of the Bank, making suggestions in that respect to the board of directors; <u>clarifying the requirements for risk data and reports in accordance with the risk management decision-making needs, ensuring that risk reports are competent for the Bank’s business models, risk profile and internal management needs, and proposing request for improvement to the senior management members when the risk data and reports cannot meet the requirements;</u></p> <p>(5) <u>reviewing</u>—examining—and approving significant risk management affairs or transactions that are beyond the authority of the president or submitted by the president to the risk management committee for consideration, according to the authorization by the board of directors; and</p> <p>(6) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>

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56.	Article 171 (Original Article 170)	<p>The nomination committee shall exercise the following duties and powers:</p> <p>(1) formulating standards and procedures for the election of directors and senior management personnel, and submitting the proposed procedures and standards to the board of directors for approval;</p> <p>(2) proposing to the board of directors the candidates for directors, president and the secretary of the board of directors;</p> <p>(3) examining the candidates for senior management personnel nominated by the president, making suggestions to the board of directors;</p> <p>(4) making suggestions to the board of directors on chairmen and members of special committees of the board of directors;</p> <p>(5) assessing the structure, size and composition of the board of directors annually based on the Bank's development strategy, making suggestions to the board of directors;</p> <p>(6) formulating development plans for senior management personnel and key reserve talents;</p> <p>(7) other matters required by laws, administrative regulations, rules, relevant regulations of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>The nomination committee shall exercise the following duties and powers:</p> <p>(1) formulating standards and review procedures for the election of directors and senior management personnel, and submitting the proposed procedures and standards to the board of directors for approval;</p> <p>(2) proposing to the board of directors the candidates for directors, president and the secretary of the board of directors;</p> <p>(3) examining the candidates for senior management personnel nominated by the president, making suggestions to the board of directors;</p> <p>(4) making suggestions to the board of directors on chairmen and members of special committees of the board of directors;</p> <p>(5) assessing the structure, size and composition of the board of directors annually based on the Bank's development strategy, making suggestions to the board of directors;</p> <p>(6) formulating listening to development plans for senior management personnel and key reserve talents;</p> <p>(7) other matters required by laws, administrative regulations, rules, relevant regulations of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>

SN	Article	Pre-revision articles	Post-revision articles
57.	Article 172 (Original Article 171)	<p>The compensation committee shall exercise the following duties and powers:</p> <p>(1) formulating performance evaluation measures and compensation plans for directors, and submitting them to the board of directors for approval and then to the general meeting of shareholders for approval;</p> <p>(2) organizing performance evaluation on directors, proposing the distribution of compensation of directors, and submitting it to the general meeting of shareholders for resolution upon the approval of the board of directors;</p> <p>(3) formulating and examining evaluation measures and compensation plans for senior management personnel, evaluating the performances and acts of senior management personnel and submitting them to the board of directors for approval, and then to the general meeting of shareholders if the matter falls within the authority of the general meeting of shareholders;</p> <p>(4) other matters required by laws, administrative regulations, rules, relevant regulations of securities regulatory authorities of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>The compensation committee shall exercise the following duties and powers:</p> <p>(1) formulating performance evaluation measuresrules on the duty performance by directors for the board of directors, and submitting them to the board of directors for approval; formulating compensation plans for directors, and submitting them to the board of directors for approval and then to the general meeting of shareholders for approval;</p> <p>(2) organizing performance evaluation of directors by the board of directors on directors; proposing the distribution of compensation of directors, and submitting it to the general meeting of shareholders for resolution upon the approval of the board of directors;</p> <p>(3) formulating and examining evaluation measures and compensation plans for senior management personnel, evaluating the performances and acts of senior management personnel and submitting them to the board of directors for approval, and then to the general meeting of shareholders if the matter falls within the authority of the general meeting of shareholders;</p> <p>(4) other matters required by laws, administrative regulations, rules, relevant regulations of the securities regulatory authorities of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>

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58.	Article 173 (Original Article 172)	<p>The related party transactions control committee shall exercise the following duties and powers:</p> <p>(1) formulating the basic policies of the related party transactions management and supervising the implementation of the same;</p> <p>(2) identifying and reporting to the board of directors and the board of supervisors the related parties of the Bank, and informing relevant staff of the Bank in a timely manner of the identified related parties;</p> <p>(3) approving related party transactions and other matters relevant to related party transactions as authorized by the board of directors, and accepting the filings of statistical information on related party transactions;</p> <p>(4) conducting an examination on related party transactions which are subject to the approval of the board of directors or the general meeting of shareholders, and submitting them to the board of directors or for the board of directors to submit to the general meeting of shareholders for approval;</p> <p>(5) reporting to the board of directors information on implementation of the related party transactions management system and the status of related party transactions;</p> <p>(6) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>	<p>The related party transactions control committee shall exercise the following duties and powers:</p> <p>(1) formulating the basic policies of the related party transactions management and supervising the implementation of the same;</p> <p>(2) identifying and reporting to the board of directors and the board of supervisors the related parties of the Bank, and informing relevant staff of the Bank in a timely manner of the identified related parties;</p> <p>(3) approving related party transactions and other matters relevant to related party transactions as authorized by the board of directors, and accepting the filings of statistical information on related party transactions;</p> <p>(4) conducting an examination on related party transactions which are subject to the approval of the board of directors or the general meeting of shareholders, and submitting them to the board of directors or for the board of directors to submit to the general meeting of shareholders for approval;</p> <p>(5) reporting to the board of directors information on implementation of the related party transactions management system and the status of related party transactions;</p> <p>(6) other matters required by laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where the shares of the Bank are listed, and as may be authorized by the board of directors.</p>

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59.	Article 175 (Original Article 174)	The Bank shall have one president, several vice presidents and, if necessary, chief risk officer, chief financial officer and other senior management personnel. The president shall be engaged or dismissed by the board of directors.	The Bank shall have one president, several vice presidents and <u>may have</u> if necessary ; chief risk officer, chief financial officer, <u>secretary of the board of directors, senior business officer</u> and other senior management personnel; <u>to form the Bank's senior management members</u> ; The president shall be engaged or dismissed by the board of directors.
60.	Article 176 (Original Article 175)	<p>The president shall be responsible to the board of directors and shall perform the following functions and powers:</p> <p>(1) taking charge of the operation and management of the Bank and organizing the implementation of resolutions of the board of directors;</p> <p>(2) submitting operation and investment plans of the Bank to the board of directors, and organizing the implementation of the plans upon approval of the board of directors;</p> <p>(3) drafting basic management regulations of the Bank;</p> <p>(4) drafting the annual financial budget plan, final account plan, profit distribution plan, loss make-up plan, plans for increase or reduction of the registered capital, the issuance of bonds or other securities and listing, and making suggestions in that respect to the board of directors;</p> <p>(5) drafting plans for the establishment of tier-one departments of the head office, domestic tier-one branches, the branches and offices directly under the head office and branches and offices outside Mainland China;</p>	<p>The president shall be responsible to the board of directors, <u>supervised by the board of supervisors</u>, and shall perform the following functions and powers:</p> <p>(1) taking charge of the operation and management of the Bank, organizing the implementation of resolutions of the board of directors and <u>implementing the resolutions of the general meeting of shareholders</u>;</p> <p>(2) <u>reporting work to the board of directors, and reporting the operation management timely, accurately and completely to the board of directors</u>, submitting operation and investment plans of the Bank to the board of directors, organizing the implementation of the plans upon approval of the board of directors;</p> <p>(3) drafting basic management regulations of the Bank;</p> <p>(4) drafting the annual financial budget plan, final account plan, profit distribution plan, loss make-up plan, plans for increase or reduction of the registered capital, the issuance of bonds or other securities and listing, and making suggestions in that respect to the board of directors;</p>

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		<p>(6) formulating specific rules and regulations of the Bank;</p> <p>(7) proposing the board of directors to engage or dismiss of vice presidents and other senior management personnel who shall be engaged or dismissed by the board of directors in accordance with laws, administrative regulations and rules (except the secretary of the board or directors);</p> <p>(8) engaging or dismissing persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the board of directors;</p> <p>(9) conducting or authorizing the senior management personnel and persons-in-charge of the internal departments and branches to conduct daily operation and management activities according to the authorization of the board of directors;</p> <p>(10) determining plans for performances evaluation and compensation levels of persons in charge of internal departments (except the internal audit department) and branches of the Bank; and assessing the performances and compensation levels of such persons;</p>	<p>(5) drafting plans for the establishment of tier-one departments of the head office, domestic tier-one branches, the branches and offices directly under the head office and branches and offices outside Mainland China;</p> <p>(6) formulating specific rules and regulations of the Bank;</p> <p>(7) proposing the board of directors to engage or dismiss of vice presidents and other senior management personnel who shall be engaged or dismissed by the board of directors in accordance with laws, administrative regulations and rules (except the secretary of the board or directors);</p> <p>(8) engaging or dismissing persons in charge of the internal departments and branches of the Bank other than those to be engaged or dismissed by the board of directors;</p> <p>(9) conducting or authorizing the senior management personnel and persons-in-charge of the internal departments and branches to conduct daily operation and management activities according to the authorization of the board of directors;</p>

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SN	Article	Pre-revision articles	Post-revision articles
		<p>(11) proposing convening interim board meetings;</p> <p>(12) adopting emergency measures in favor of the interest of the Bank and promptly reporting them to the banking regulatory authority of the State Council, the board of directors and the board of supervisors, in the case where any significant unexpected incident or any other emergency happens at the Bank; and</p> <p>(13) other functions and powers that should be exercised by the president according to laws, administrative regulations, rules, the Articles, and decisions of the general meeting of shareholders and of the board.</p> <p>The vice presidents shall assist the president in his work and bear their respective responsibilities according to the authorization of the president; where the president is unable to exercise his functions and powers, such functions and powers shall be exercised by an executive director, a vice president or other senior management personnel designated by the board of directors.</p>	<p>(10) determining plans for performances evaluation and compensation levels of persons in charge of internal departments (except the internal audit department) and branches of the Bank; and assessing the performances and compensation levels of such persons;</p> <p>(11) proposing convening interim board meetings;</p> <p>(12) adopting emergency measures in favor of the interest of the Bank and promptly reporting them to the banking regulatory authority of the State Council, the board of directors and the board of supervisors, in the case where any significant unexpected incident or any other emergency happens at the Bank; and</p> <p>(13) other functions and powers that should be exercised by the president according to laws, administrative regulations, rules, <u>regulatory provisions</u>, the Articles, and decisions of the general meeting of shareholders and of the board.</p> <p>The vice presidents shall assist the president in his work and bear their respective responsibilities according to the authorization of the president; where the president is unable to exercise his functions and powers, such functions and powers shall be exercised by an executive director, a vice president or other senior management personnel designated by the board of directors.</p>

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61.	Article 182 (Original Article 181)	The president and other senior management personnel shall perform their obligations of faithfulness and diligence according to the provisions of laws, administrative regulations, rules and the Articles herein in the course of exercising their functions and powers.	The president and other senior management personnel shall perform their obligations of faithfulness and diligence according to the provisions of laws, administrative regulations, rules and the Articles herein in the course of exercising their functions and powers. <u>The Bank's senior management members shall abide by laws, regulations, regulatory provisions and the Articles, have good professional ethics, adhere to a Code of Professional Ethics that sets high standards, have an obligation of loyalty and diligence to the Bank, perform duties in good faith, dutifully and prudentially, and ensure sufficient time and energy to perform duties, and shall not neglect their duties or perform their duties beyond their authority.</u>
62.	Article 184 (Original Article 183)	Supervisors of the Bank include supervisors of shareholder representatives, external supervisors and supervisors of staff representatives. The proportion of staff supervisors shall not be less than one third (1/3) of total number of supervisors, and the Bank shall have at least two (2) external supervisors.	Supervisors of the Bank include supervisors of shareholder representatives, external supervisors and supervisors of staff representatives. The proportion of staff supervisors shall not be less than one third (1/3) of total number of supervisors, and the Bank shall have at least two (2) <u>the proportion of external supervisors shall not be less than one third (1/3) of the total number of supervisors.</u>

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63.	Article 186 (Original Article 185)	<p>The method and procedures for nominating supervisors of shareholder representatives shall be as follows:</p> <p>(1) candidates for shareholder supervisors shall be nominated by the board of supervisors or the shareholder(s) holding individually or jointly five percent (5%) or more of the voting shares of the Bank, and elected by the general meeting of shareholders of the Bank;</p> <p>(2) before the convening of general meeting of shareholders, candidates for shareholder supervisors shall make written undertakings stating their acceptance of the nomination, undertaking that their information disclosed to the public is true and complete, and promising to faithfully perform the duties of supervisors if elected.</p>	<p>The method and procedures for nominating supervisors of shareholder supervisors representatives shall be as follows:</p> <p>(1) candidates for shareholder supervisors shall be nominated by the board of supervisors or the shareholder(s) holding individually or jointly five three percent (5%) or more of the voting shares of the Bank, and elected by the general meeting of shareholders of the Bank;</p> <p>(2) before the convening of general meeting of shareholders, candidates for shareholder supervisors shall make written undertakings stating their acceptance of the nomination, undertaking that their information disclosed to the public is true and complete, and promising to faithfully perform the duties of supervisors if elected.</p>
64.	Article 187 (Original Article 186)	Supervisors of staff representatives shall be nominated by the board of supervisors and the labor union, elected and removed by the staff through democratic procedures.	Employee Supervisors of staff representative supervisors shall be nominated by the board of supervisors and the labor union and shall be elected and removed by the staff employee representative assembly through democratic procedures.
65.	Article 188 (Original Article 187)	The term of office of the supervisors shall be three (3) years. A supervisor may serve consecutive terms if reelected upon expiry of his term of office. No supervisor may be removed without justification before his/her term of office expires.	The term of office of the supervisors shall be three (3) years. A supervisor may serve consecutive terms if reelected upon expiry of his/ <u>her</u> term of office. No supervisor may be removed without justification before his/her term of office expires. <u>The term of office of an external supervisor in the Bank shall not be more than six (6) years on an accumulative basis.</u>

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66.	Article 189 (Original Article 188)	<p>Supervisors shall attend at least two thirds of the meetings of the board of supervisors in person each year.</p> <p>If a supervisor is unable to attend a meeting for any reason, he/she may entrust in writing another supervisor to attend the meeting on his/her behalf. The proxy letter shall state the name of proxy, entrusted matter, the scope of authority and effective period, and shall be signed by or affixed with the seal of the entrustor.</p> <p>A supervisor who fails to attend two (2) consecutive meetings of the board of supervisors in person or entrust another supervisor to attend the meeting or attend at least two thirds of the meetings of the board of supervisors in person each year shall be deemed unable to perform his duties, and the board of supervisors shall propose the general meeting of shareholders to remove the supervisor or suggest that the supervisor be removed through democratic procedures.</p>	<p>Supervisors shall attend in person at least more than two thirds of the on-site meetings of the board of supervisors in person each year.</p> <p>If a supervisor is unable to attend a meeting for any reason, he/she may entrust in writing another supervisor to attend the meeting on his/her behalf. The proxy letter shall state the name of proxy, entrusted matter, the scope of authority and effective period, as well as the supervisor’s personal opinion and voting intention on the proposals, and shall be signed by or affixed with the seal of the entrustor.</p> <p>A supervisor who fails to attend two (2) consecutive meetings of the board of supervisors in person or entrust another supervisor to attend the meeting or attend at least two thirds of the meetings of the board of supervisors in person each year shall be deemed unable to perform his/her duties, and the board of supervisors shall propose the general meeting of shareholders to remove the supervisor or suggest that the supervisor be removed through democratic procedures.</p>

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67.	Article 192 (Original Article 191)	<p>Supervisors may attend board meetings as non-voting attendees. Such supervisors who attend the board meeting may make inquiries or give opinions on the subject under discussion but shall not vote at the meeting.</p> <p>The supervisor who attends a board meeting as a non-voting attendee shall report on the meeting to the board of supervisors.</p>	<p>Supervisors may attend board meetings as non-voting attendees. Such supervisors who attend the board meeting may make inquiries or give opinions on the subject under discussion but shall not vote at the meeting.</p> <p>The supervisor who attends a board meeting as a non-voting attendee shall report on the meeting to the board of supervisors.</p> <p><u>Supervisors shall perform the following duties or obligations:</u></p> <p><u>(1) attending the meetings of the board of directors as non-voting attendees, and asking questions or providing suggestions on the resolutions of the board of directors;</u></p> <p><u>(2) attending the meetings of the board of supervisors on time, sufficiently examining the matters deliberated by the board of supervisors, giving opinions independently, professionally, and objectively, and voting independently on the basis of prudential judgment;</u></p>

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			<p><u>(3) assuming responsibility for the resolutions of the board of supervisors;</u></p> <p><u>(4) actively participating in training organized by the Bank and regulatory authorities, among others, understanding the rights and obligations of supervisors, being familiar with relevant laws and regulations, and continuing to have the professional knowledge and capabilities required to perform duties;</u></p> <p><u>(5) having an obligation of loyalty and diligence to the Bank, performing duties dutifully and prudentially, and ensuring sufficient time and energy to perform duties;</u></p> <p><u>(6) taking an active part in the supervision and inspection activities organized by the board of supervisors, having the right to conduct independent investigations and collect evidence according to law, and raising questions and supervision opinions based on facts;</u></p> <p><u>(7) complying with laws, regulations, regulatory provisions, and the Articles.</u></p>

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68.	Article 200 (Original Article 199)	<p>The board of supervisors of the Bank shall be composed of five (5) to seven (7) supervisors. The board of supervisors shall have one (1) chief supervisor. The chief supervisor shall be a full-time supervisor and have professional knowledge and work experience in at least one of the accounting, audit, financial and law fields.</p> <p>The chief supervisor shall be elected or removed by two thirds (2/3) or more of all the supervisors.</p>	<p>The board of supervisors of the Bank shall be composed of five (5) three (3) to seven (7) thirteen (13) supervisors. The board of supervisors shall have one (1) chief supervisor. The chief supervisor shall be a full-time supervisor and have professional knowledge and work experience in at least one of the accounting, audit, financial and law fields.</p> <p>The chief supervisor shall be elected or removed by two thirds (2/3) of all the supervisors.</p>

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69.	Article 202 (Original Article 201)	<p>The board of supervisors shall exercise the following functions and powers:</p> <p>(1) supervising the performance and due diligence of directors and senior management personnel, and making inquiries to directors and senior management personnel;</p> <p>(2) supervising the performance of duties by the board of directors and the senior management;</p> <p>(3) requiring directors and senior management personnel to rectify their acts which are detrimental to the interest of the Bank;</p> <p>(4) proposing dismissal of directors or senior management personnel who violate laws, administrative regulations, rules, the Articles or resolutions of the general meeting of shareholders, or initiating legal proceedings according to laws;</p> <p>(5) conducting leave audits towards directors and senior management personnel when necessary;</p> <p>(6) inspecting and supervising financial activities of the Bank;</p>	<p>The Board of Supervisors shall exercise the following functions and powers:</p> <p><u>(1) supervising the board of directors to establish the prudent business vision, value criteria and formulate a development strategy in line with the actual situation of the Bank; assessing the soundness, rationality and prudence of the Bank's development strategy and form assessment reports;</u></p> <p>(1)(2) supervising the performance and due diligence of directors and the senior management personnel; <u>formulating measures for assessing the performance of duties of the board of directors, senior management members and supervisors, supervising and assessing the performance of duties of the board of directors, senior management members and supervisors;</u> and making inquiries to directors and senior management personnel;</p> <p>(2) supervising the performance of duties by the board of directors and senior management;</p>

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		<p>(7) examining such financial information as financial report, business report and profit distribution plan to be submitted to the general meeting of shareholders by the board of directors, and in case of having any doubt, may engage certified public accountants and practicing auditors in the Bank's name to help re-examine the information;</p> <p>(8) inspecting and supervising the business decision-making, risk management and internal control of the Bank and guiding the internal audit department of the Bank in its work;</p> <p>(9) supervising the engagement, dismissal and renewal of the Bank's external auditing institution and its auditing work;</p> <p>(10) formulating performance evaluation measures of supervisors, and conducting the performance evaluation on supervisors, and reporting to the general meeting of shareholders for approval;</p> <p>(11) raising proposals to the general meeting of shareholders;</p>	<p>(3) requiring directors and senior management personnel to rectify their acts which are detrimental to the interest of the Bank;</p> <p>(4) proposing dismissal of directors or senior management personnel who violate laws, administrative regulations, rules, regulatory provisions, the Articles or resolutions of the general meeting of shareholders, or initiating legal proceedings according to laws;</p> <p>(5) conducting leave audits towards directors and senior management personnel when necessary;</p> <p>(6) inspecting and supervising financial activities of the Bank;</p> <p>(7) examining such financial information as financial accounting report, business report and profit distribution plan to be submitted to the general meeting of shareholders by the board of directors, and in case of having any doubt, may engage certified public accountants and practicing auditors in the Bank's name to help re-examine the information;</p>

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		<p>(12) proposing to convene an extraordinary general meeting of shareholders and convening and presiding over the extraordinary general meeting of shareholders in case the board of directors fails to perform its duty of convening general meeting of shareholders;</p> <p>(13) proposing to convene an interim meeting of the board of directors; and</p> <p>(14) other functions and powers as may be stipulated by laws, administrative regulations, rules or the Articles herein or authorized by the general meeting of shareholders.</p>	<p>(8) inspecting and supervising the business decision-making, risk management and internal control of the Bank and guiding the internal audit department of the Bank in its work <u>urging the remedial actions;</u></p> <p><u>(9) nominating shareholder supervisor, employee supervisor, external supervisor and independent director;</u></p> <p><u>(10) supervising the selection and appointment of directors;</u></p> <p><u>(11) supervising the implementation of the Bank's remuneration management policy and the soundness and rationality of the remuneration plan for senior management members; formulating remuneration plans for supervisors and submitting them to the general meeting of shareholders for review and decision;</u></p> <p>(9)<u>(12)</u> supervising the engagement, dismissal and renewal of the Bank's external auditing institution and its auditing work;</p>

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			<p>(10) formulating performance evaluation measures of supervisors, and conducting the performance evaluation on supervisors, and reporting to the general meeting of shareholders for approval;</p> <p>(11)(13) raising proposals to the general meetings of shareholders;</p> <p>(12)(14) proposing to convene an extraordinary general meeting of shareholders, and convening and presiding over the extraordinary general meeting of shareholders in case the board of directors fails to perform its duty of convening general meeting of shareholders;</p> <p>(13)(15) proposing to convene an interim meeting of the board of directors; and</p> <p>(14)(16) other functions and powers as may be stipulated by laws, administrative regulations, rules, regulatory provisions or the Articles herein or authorized by the general meeting of shareholders.</p>

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70.	Article 204 (Original Article 203)	<p>The audit results obtained by the internal audit department in respect of the internal functional departments and branches of the Bank shall be submitted to the board of supervisors in a timely and complete manner. The board of supervisors shall have the right to request the board of directors or the internal audit department to give explanations if it has any doubt about the audit result submitted by the internal audit department.</p> <p>The profit distribution plan formulated by the board of directors shall be submitted to the board of supervisors in advance. The board of supervisors shall give its opinions within five (5) working days, and it shall be deemed to be approved if no opinions were given within the time limit.</p>	<p><u>The board of supervisors shall guide and supervise the internal audit work.</u> The audit results obtained by the internal audit department in respect of the internal functional departments and branches of the Bank shall be submitted to the board of supervisors in a timely and complete manner. The board of supervisors shall have the right to request the board of directors, <u>the senior management members</u> or the internal audit department to <u>giveprovide information on audit and</u> explanations if it has any doubt about the audit result submitted by the internal audit department.</p> <p>The profit distribution plan formulated by the board of directors shall be submitted to the board of supervisors in advance. The board of supervisors shall give its opinions within five (5) working days, and it shall be deemed to be approved if no opinions were given within the time limit.</p>
71.	Chapter 12	Qualifications, Obligations and Incentive Mechanism for Directors, Supervisors, President and Other Senior Management Personnel	<u>Stakeholders, Social Responsibility,</u> and Qualifications, Obligations and Incentive Mechanism for Directors, Supervisors, President and Other Senior Management Personnel
72.	Article 220	None	<u>The Bank shall respect the lawful rights and interests of domestic financial consumers, employees, suppliers, creditors, communities and other stakeholders, improve the protection mechanism for the lawful rights and interests of financial consumers, and disclose Social Responsibility (ESG) report on a regular basis.</u>

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73.	Article 222 (Original Article 220)	<p>None of the following persons may hold the position of director, supervisor, president or other senior management personnel of the Bank:</p> <p>(1) those without capacity or with limited capacity for civil conduct;</p> <p>(2) those sentenced to criminal punishment for embezzlement, bribery, seizure of property, appropriation of property or disrupting socialist market economic orders, where no more than five (5) years have elapsed since the expiration of the enforcement period, or those deprived of political rights for crimes committed, where no more than five years have elapsed since the expiration of the enforcement period;</p> <p>(3) directors or managers of bankrupt and liquidated companies or enterprises who were personally responsible for the bankruptcy of such companies or enterprises, where no more than three (3) years have elapsed since the date of completion of the bankruptcy liquidation;</p>	<p>None of the following persons may hold the position of director, supervisor, president or other senior management personnel of the Bank:</p> <p>(1) those without capacity or with limited capacity for civil conduct;</p> <p>(2) those sentenced to criminal punishment for embezzlement, bribery, seizure of property, appropriation of property or disrupting socialist market economic orders, where no more than five (5) years have elapsed since the expiration of the enforcement period, or those deprived of political rights for crimes committed, where no more than five years have elapsed since the expiration of the enforcement period;</p> <p>(3) directors or managers of bankrupt and liquidated companies or enterprises who were personally responsible for the bankruptcy of such companies or enterprises, where no more than three (3) years have elapsed since the date of completion of the bankruptcy liquidation;</p>

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		<p>(4) legal representatives of companies or enterprises that had the business license revoked for violating the law, where such legal representatives bear personal liability therefore and no more than three (3) years have elapsed since the date of revocation of the business license;</p> <p>(5) those with relatively large amount of personal debts that have fallen due but have not been repaid;</p> <p>(6) those investigated by judicial authorities for crimes committed and the cases have not been closed;</p> <p>(7) those unable to assume the position of leadership in enterprises as provided by laws and administrative regulations;</p> <p>(8) non-natural persons; and</p> <p>(9) those judged by competent authorities as having violated the provisions of relevant securities laws and regulations, and involving fraudulent or dishonest acts, where no more than five (5) years have elapsed since the date of judgment.</p> <p>Persons assuming posts other than directors in the controlling shareholders or actual controllers of the Bank should not serve as senior management personnel of the Bank.</p>	<p>(4) legal representatives of companies or enterprises that had the business license revoked for violating the law, where such legal representatives bear personal liability therefore and no more than three (3) years have elapsed since the date of revocation of the business license;</p> <p>(5) those with relatively large amount of personal debts that have fallen due but have not been repaid;</p> <p>(6) those investigated by judicial authorities for crimes committed and the cases have not been closed;</p> <p>(7) those unable to assume the position of leadership in enterprises as provided by laws and administrative regulations;</p> <p>(8) non-natural persons; and</p> <p>(9) those judged by competent authorities as having violated the provisions of relevant securities laws and regulations, and involving fraudulent or dishonest acts, where no more than five (5) years have elapsed since the date of judgment.</p> <p>Persons assuming executive posts other than directors and supervisors in the controlling shareholders or actual controllers of the Bank should not serve as senior management personnel of the Bank.</p>

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74.	Article 240 (Original Article 238)	The performance evaluation measures and the compensation plans for directors shall be formulated by the compensation committee under the board of directors and submitted to the general meeting of shareholders for approval, after being adopted by the board of directors. The performance evaluation measures and compensation plan for supervisors shall be formulated by the board of supervisors and submitted to the general meeting of shareholders for approval, after being adopted by the board of supervisors.	The performance evaluation measures and the compensation plans for directors shall be formulated by the compensation committee under the board of directors and submitted to the general meeting of shareholders for approval, after being adopted by the board of directors. The performance evaluation measures and compensation plan for supervisors shall be formulated by the board of supervisors and submitted to the general meeting of shareholders for approval, after being adopted by the board of supervisors. approval decision after being adopted approval by the board of directors. The performance evaluation measures and compensation plan for supervisors shall be formulated by the board of supervisors and submitted to the general meeting of shareholders for approval, after being adopted by the board of supervisors.
75.	Chapter 13	Financial and Accounting System and Profit Distribution	Compensation System , Financial and Accounting System and Profit Distribution
76.	Article 246	None	<u>The Bank shall establish and improve a scientific and reasonable compensation management mechanism, performance assessment mechanism, a mechanism for deferred payment and recovery and reduction of performance pay, and a medium- and long-term incentive mechanism that are aligned with the Bank's development strategy, risk management, overall benefits, job responsibilities, social responsibilities and corporate culture.</u>

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77.	Article 259 (Original Article 256)	<p>The Bank may distribute dividends in the form of cash or stock. The Bank’s profit distribution policy shall be continuous and stable, at the same time, the Bank shall have regard to its long-term interest, the overall interests of all shareholders as well as its sustainable development. The Bank shall adopt the cash dividend method as priority for its profit distribution.</p> <p>Except in the special circumstances below, when the Bank distributes profits, the profits distributed in the form of cash each year shall be no less than 10% of the net profit attributable to shareholders of the Bank according to the Group for that fiscal year:</p> <p>(1) the Bank’s capital adequacy ratio is lower than the minimum standards as required by the China Banking Regulatory Commission and other regulatory authorities;</p> <p>(2) other circumstances that are not suitable for dividends distribution as required by laws, regulations and regulatory documents.</p>	<p>The Bank may distribute dividends in the form of cash or stock. The Bank’s profit distribution policy shall be continuous and stable, at the same time, the Bank shall have regard to its long-term interest, the overall interests of all shareholders as well as its sustainable development. The Bank shall adopt the cash dividend method as priority for its profit distribution.</p> <p>Except in the special circumstances below, when the Bank distributes profits, the profits distributed in the form of cash each year shall be no less than 10% of the net profit attributable to shareholders of the Bank according to the Group for that fiscal year:</p> <p>(1) the Bank’s capital adequacy ratio is lower than the minimum standards as required by the China Banking Regulatory Commission and other regulatory authorities;</p> <p>(2) other circumstances that are not suitable for dividends distribution as required by laws, regulations and regulatory documents.</p>

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		<p>In case of war, natural disasters and other force majeure, or a change in the external business environment of the Bank that has a significant impact on the Bank's business operation, or there has been a relatively major change in the state of the Bank's business operation, the Bank can adjust its profit distribution policy. Where the Bank wishes to make an adjustment to its profit distribution policy, the board of directors shall elaborate on the proposed change, give a detailed explanation of the reasons behind the change, and prepare a written report justifying such change, which shall be reviewed by the independent directors before it is submitted to the general meeting of shareholders for approval by means of special resolution. When considering matters in relation to change to the profit distribution policy, the Bank shall enable its shareholders to vote online.</p> <p>For dividends that are not claimed by anyone, the Bank may exercise the right of expropriation under the precondition of complying with relevant laws, administrative rules and regulations of China, but the right shall be exercised only after the expiration of the related prescription applicable.</p>	<p>In case of war, natural disasters and other force majeure, or a change in the external business environment of the Bank that has a significant impact on the Bank's business operation, or there has been a relatively major change in the state of the Bank's business operation, the Bank can adjust its profit distribution policy. Where the Bank wishes to make an adjustment to its profit distribution policy, the board of directors shall elaborate on the proposed change, give a detailed explanation of the reasons behind the change, and prepare a written report justifying such change, which shall be reviewed by the independent directors before it is submitted to the general meeting of shareholders for approval by means of special resolution. When considering major matters in relation to change to the profit distribution policy, the Bank shall enable its shareholders to vote online <u>or by other means, and listen to the opinions raised by minority shareholders.</u></p>

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(2022 VERSION)**

SN	Article	Pre-revision articles	Post-revision articles
		<p>The Bank shall have the right to terminate sending dividend warrant to shareholders of overseas listed shares by mail, but the Bank shall exercise the right only after a dividend warrant fails to be redeemed for two (2) consecutive times. The Bank may exercise the right if a dividend warrant fails to reach the recipient in the first mailing and is returned.</p> <p>The Bank shall have the right to sell the shares of shareholders of overseas listed shares with whom the Bank could not contact in a way deemed appropriate by the board of directors, provided the following conditions are met:</p> <p>(1) the Bank has distributed dividends to the shares at least three (3) times within twelve (12) years, and the dividends are not claimed by anyone during the period;</p> <p>(2) the Bank publishes announcements in one or more newspapers in the locality where shares of the Bank are listed after the expiration of the twelve (12)-year period, stating its intention to sell the shares, and informs the securities regulatory authority in the locality where shares of the Bank are listed.</p>	<p>For dividends that are not claimed by anyone, the Bank may exercise the right of expropriation under the precondition of complying with relevant laws, administrative rules and regulations of China, but the right shall be exercised only after the expiration of the related prescription applicable.</p> <p>The Bank shall have the right to terminate sending dividend warrant to shareholders of overseas listed shares by mail, but the Bank shall exercise the right only after a dividend warrant fails to be redeemed for two (2) consecutive times. The Bank may exercise the right if a dividend warrant fails to reach the recipient in the first mailing and is returned.</p> <p>The Bank shall have the right to sell the shares of shareholders of overseas listed shares with whom the Bank could not contact in a way deemed appropriate by the board of directors, provided the following conditions are met:</p> <p>(1) the Bank has distributed dividends to the shares at least three (3) times within twelve (12) years, and the dividends are not claimed by anyone during the period;</p> <p>(2) the Bank publishes announcements in one or more newspapers in the locality where shares of the Bank are listed after the expiration of the twelve (12)-year period, stating its intention to sell the shares, and informs the securities regulatory authority in the locality where shares of the Bank are listed.</p>
78.	Chapter 14	Internal Audit	<u>Risk Management, Internal Control and Internal Audit</u>

**APPENDIX PROPOSAL ON REVIEWING THE ARTICLES OF ASSOCIATION
OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED
(2022 VERSION)**

SN	Article	Pre-revision articles	Post-revision articles
79.	Article 262	None	<p><u>The Bank shall establish and improve its Enterprise Risk Management System and Internal Control System. The board of directors of the Bank takes ultimate responsibility for Enterprise Risk Management.</u></p>
80.	Article 273 (Original Article 269)	The Bank shall comprehensively disclose information by following the principles of truthfulness, accuracy, completeness, comparableness and timeliness.	<p><u>The Bank and other persons with information disclosure obligations as prescribed by laws, administrative regulations, and the rules of the securities regulatory authority of the State Council shall, in accordance with laws, perform their information disclosure obligations in a timely manner. The Bank’s annual information disclosure shall include basic company information, financial and accounting reports, risk management information, corporate governance information and material event information. The Bank shall make interim disclosure of material events relating to corporate governance in a timely manner. The Bank shall improve its information disclosure system, treat all shareholders fairly, strengthen investor relationship management, and safeguard shareholders’ rights.</u></p> <p>The Bank shall comprehensively disclose information in a normative manner by following the principles of <u>being</u> truthfulness, <u>accurate</u> accuracy, completeness, comparableness and <u>timeliness</u>., <u>timely and fair</u>. <u>The information to be disclosed shall be true, accurate, complete, concise, clear and easy to understand, and shall contain no falsified information, misleading statements or material omissions.</u></p>

**APPENDIX PROPOSAL ON REVIEWING THE ARTICLES OF ASSOCIATION
OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED
(2022 VERSION)**

SN	Article	Pre-revision articles	Post-revision articles
81.	Original Article 270 (Deleted)	The board of directors shall, according to laws, administrative regulations, rules and relevant provisions of the securities regulatory authorities in the locality where the Bank's shares are listed and the Articles herein, establish the minimum standards, manners and channels for information disclosure and set up and improve the information disclosure system of the Bank.	This article is deleted.
82.	Article 274	None	<p><u>Directors and senior management members of the Bank shall sign written confirmation opinions for security issuance documents and periodic reports.</u></p> <p><u>The board of supervisors of the Bank shall review the security issuance documents and periodic reports prepared by the board of directors, and issue written review opinions. Supervisors shall sign written confirmation opinions.</u></p> <p><u>The directors, supervisors, and senior management members of the Bank shall ensure that the Bank discloses information timely and fairly and that the information disclosed shall be true, accurate, and complete.</u></p>

**APPENDIX PROPOSAL ON REVIEWING THE ARTICLES OF ASSOCIATION
OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED
(2022 VERSION)**

SN	Article	Pre-revision articles	Post-revision articles
			<u>If the directors, supervisors and senior management members of the Bank cannot guarantee the authenticity, accuracy and completeness of the security issuance documents and periodic reports or if they have objections against them, they shall state such opinion as well as the reasons leading to such opinion in the written confirmation opinions, which the Bank shall in principle disclose; if the Bank will not make such a disclosure, the directors, supervisors and senior management members may directly apply for disclosure.</u>
83.	Article 275	None	<u>Public commitments made by the Bank and its controlling shareholder, de facto controller, directors, supervisors, and senior management members shall be disclosed.</u>
84.	Article 276	None	<u>Apart from information required to be disclosed by law, the Bank may volunteer to disclose information in relation to the judgment of value and investment decisions of investors.</u>
85.	Article 278	None	<u>The Bank shall strengthen the protection of employees' rights and interests, ensure that employees enjoy an equal promotion and development environment, and provide necessary conditions for the employee representative assembly and the labor union to perform their duties according to law.</u> <u>The Bank shall give active encouragement and support to employees' participation in corporate governance in an orderly manner according to law.</u>

**APPENDIX PROPOSAL ON REVIEWING THE ARTICLES OF ASSOCIATION
OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED
(2022 VERSION)**

SN	Article	Pre-revision articles	Post-revision articles
86.	Article 279 (Original Article 272)	The Bank establishes and improves the employee representative assembly system. The employee representative assembly is the basic form of democratic management of the Bank and the organ through which the employees exercise their democratic management rights. The labor union is responsible for the daily work of the employee representative assembly.	The Bank establishes and improves the employee representative assembly system <u>under the leadership of the Party Committee</u> . The employee representative assembly is the basic form of democratic management of the Bank and the organ through which the employees exercise their democratic management rights. <u>The opinions of the employee representative assembly shall be heard on major decisions, and major matters involving the interests of the employees shall be reviewed by the employee representative assembly.</u> The labor union is responsible for the daily work of the employee representative assembly.

**APPENDIX PROPOSAL ON REVIEWING THE ARTICLES OF ASSOCIATION
OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED
(2022 VERSION)**

SN	Article	Pre-revision articles	Post-revision articles
87.	Article 308 (Original Article 301)	<p>Preference shareholders of the Bank shall be entitled to:</p> <p>(1) rights to dividends in priority to payment of dividends to ordinary shareholders;</p> <p>(2) rights to distribution of residual assets of the Bank on liquidation in priority to those of ordinary shareholders;</p> <p>(3) attend and vote at general meetings of shareholders upon occurrence of an event as prescribed in Article 303;</p> <p>(4) upon occurrence of an event as prescribed in Article 304, to have its voting rights restored in accordance with the requirements of such Article;</p> <p>(5) supervise business operation of the Bank and put forward suggestions or inquiries;</p> <p>(6) inspect the following documents of the Bank, namely the Articles, the register of shareholders, the record of bondholders, records of shareholders' meetings, resolutions of board meetings, resolutions of meetings of the board of supervisors and financial reports; and</p> <p>(7) other rights conferred to preference shareholders by laws, administrative regulations, rules and the Articles.</p>	<p>Preference shareholders of the Bank shall be entitled to:</p> <p>(1) rights to dividends in priority to payment of dividends to ordinary shareholders;</p> <p>(2) rights to distribution of residual assets of the Bank on liquidation in priority to those of ordinary shareholders;</p> <p>(3) attend and vote at general meetings of shareholders upon occurrence of an event as prescribed in Article 303310;</p> <p>(4) upon occurrence of an event as prescribed in Article 304311; to have its voting rights restored in accordance with the requirements of such Article;</p> <p>(5) supervise business operation of the Bank and put forward suggestions or inquiries;</p> <p>(6) inspect the following documents of the Bank, namely the Articles, the register of shareholders, the record of bondholders, records of shareholders' meetings, resolutions of board meetings, resolutions of meetings of the board of supervisors and financial reports; and</p> <p>(7) other rights conferred to preference shareholders by laws, administrative regulations, rules and the Articles.</p>

**APPENDIX PROPOSAL ON REVIEWING THE ARTICLES OF ASSOCIATION
OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED
(2022 VERSION)**

SN	Article	Pre-revision articles	Post-revision articles
88.	Article 309 (Original Article 302)	<p>Only votes of ordinary shares and votes of preference shares with voting rights restored shall be counted when the resolutions to be passed relate to the following:</p> <p>(1) requesting to convene an extraordinary general meeting of shareholders;</p> <p>(2) convening and presiding over a general meeting of shareholders;</p> <p>(3) submission of an interim proposal to a general meeting of shareholders;</p> <p>(4) nomination of directors, supervisors of shareholder representatives and external supervisors;</p> <p>(5) identifying “controlling shareholder(s)” as defined in Article 61;</p> <p>(6) decisions on person(s) prohibited from serving as independent directors of the Bank as prescribed in Article 124;</p> <p>(7) identifying the largest ten shareholders of the Bank and the numbers of shares held and the shareholder(s) holding 5% or more of the shares of the Bank, in accordance with the Securities Law; and</p> <p>(8) other issues specified by laws, administrative regulations, rules and the Articles.</p>	<p>Only votes of ordinary shares and votes of preference shares with voting rights restored shall be counted when the resolutions to be passed relate to the following:</p> <p>(1) requesting to convene an extraordinary general meeting of shareholders;</p> <p>(2) convening and presiding over a general meeting of shareholders;</p> <p>(3) submission of an interim proposal to a general meeting of shareholders;</p> <p>(4) nomination of directors, shareholder supervisors of shareholder representatives and external supervisors;</p> <p>(5) identifying “controlling shareholder(s)” as defined in Article 6162;</p> <p>(6) decisions on person(s) prohibited from serving as independent directors of the Bank as prescribed in Article 124;</p> <p>(7) identifying the largest ten shareholders of the Bank and the numbers of shares held and the shareholder(s) holding 5% or more of the shares of the Bank, in accordance with the Securities Law; and</p> <p>(8) other issues specified by laws, administrative regulations, rules and the Articles.</p>

**APPENDIX PROPOSAL ON REVIEWING THE ARTICLES OF ASSOCIATION
OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED
(2022 VERSION)**

SN	Article	Pre-revision articles	Post-revision articles
89.	Article 314 (Original Article 307)	The Articles herein shall be written in Chinese. Should there be any inconsistency between different language versions, the latest Chinese version of the Articles registered with the State Administration for Industry and Commerce shall prevail.	The Articles herein shall be written in Chinese. Should there be any inconsistency between different language versions, the latest Chinese version of the Articles registered with the State Administration for Industry and Commerce <u>Market Regulation</u> shall prevail.

Note: The serial numbers involved in related chapters, paragraphs and cross-references are also adjusted accordingly.



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: 4620

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2021

NOTICE IS HEREBY GIVEN that the Annual General Meeting for the Year 2021 (the “AGM”) of Industrial and Commercial Bank of China Limited (the “Bank”) will be held at Head Office Conference Room, ICBC, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC and Conference Room of ICBC, Building 11, Fenghuiyuan, Xicheng District, Beijing, PRC concurrently by video conference on Thursday, 23 June 2022 at 2:50 p.m. In order to implement the management requirements for epidemic prevention and control and to ensure the necessary seating distance for the participants, the Bank will make overall arrangements for the distribution of the venues in accordance with the order of shareholder registration. The AGM will consider and, if thought fit, pass the following ordinary resolutions set out in items 1 to 10, the special resolution set out in item 11, and to hear the reports set out in items 12 to 14 below:

As Ordinary Resolutions:

1. Proposal on the 2021 Work Report of the Board of Directors of ICBC
2. Proposal on the 2021 Work Report of the Board of Supervisors of ICBC
3. Proposal on the 2021 Audited Accounts
4. Proposal on the 2021 Profit Distribution Plan
5. Proposal on the Fixed Asset Investment Budget for 2022
6. Proposal on the Engagement of the External Auditors for 2022
7. Proposal on the Election of Mr. Chen Siqing as Executive Director of ICBC
8. Proposal on the Election of Mr. Norman Chan Tak Lam as Independent Director of ICBC
9. Proposal on the Election of Mr. Fred Zulu Hu as Independent Director of ICBC
10. Proposal on the Election of Mr. Liu Lanbiao as External Supervisor of ICBC

As Special Resolution:

11. Proposal on Reviewing the Articles of Association of Industrial and Commercial Bank of China Limited (2022 Version)

NOTICE OF AGM

As Reporting Items:

12. Report Concerning the Special Report on Related Party Transactions of ICBC in 2021
13. Work Report of Independent Directors of ICBC for 2021
14. Report on the Implementation of the Plan on Authorisation of the Shareholders' General Meeting to the Board of Directors of ICBC in 2021

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

Beijing, PRC
6 May 2022

Notes:

(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 Tuesday, 24 May 2022 to Thursday, 23 June 2022 (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 May 2022 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 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Monday, 23 May 2022.

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

The Board of Directors of the Bank has recommended a dividend of RMB0.2933 per share (pre-tax) for the year ended 31 December 2021 and, if such dividend is declared by the Shareholders passing Resolution 4, it is expected to be paid no later than Wednesday, 27 July 2022 to those Shareholders whose names appear on the register of members of the Bank after close of trade on Monday, 11 July 2022. The register of members of H Shares will be closed from Wednesday, 6 July 2022 to Monday, 11 July 2022 (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 Tuesday, 5 July 2022.

(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 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 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.

NOTICE OF AGM

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 AGM as his/her proxy to vote at the AGM instead of attending the AGM in person.

Shareholders and their proxies who wish to attend the on-site meeting are requested to strictly comply with the epidemic prevention and control regulations, take personal protective measures, cooperate with the staff in verifying their travel cards and health codes, and take temperature measurements, etc. During the AGM, please wear a mask and maintain a safe seating distance.

(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, 3 June 2022. 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 AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall show their identification documents.

The AGM starts at 2:50 p.m. Registration for admission to the AGM will take place from 2:00 p.m. to 2:50 p.m.