
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 2022

A notice convening the AGM to be held at the Head Office of Industrial and Commercial Bank of China Limited, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC and at Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong concurrently by video conference on Thursday, 29 June 2023 at 2:50 p.m., is set out on pages 12 to 14 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, 9 June 2023.

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.

19 May 2023

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DEFINITIONS

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 2022 of the Bank to be held on 29 June 2023 |
| “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 |

DEFINITIONS

| | |
|-------------------|--|
| “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 |



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

Executive Directors:

Mr. Chen Siqing

Mr. Liao Lin

Mr. Wang Jingwu

Registered Office:

55 Fuxingmennei Avenue

Xicheng District, Beijing 100140

PRC

Non-executive Directors:

Mr. Lu Yongzhen

Mr. Feng Weidong

Ms. Cao Liquan

Ms. Chen Yifang

Mr. Dong Yang

Place of Business in Hong Kong:

33/F, ICBC Tower

3 Garden Road

Central, Hong Kong

Independent non-executive Directors:

Mr. Anthony Francis Neoh

Mr. Yang Siu Shun

Mr. Shen Si

Mr. Fred Zulu Hu

Mr. Norman Chan Tak Lam

19 May 2023

To the Shareholders

Dear Sir or Madam,

NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2022

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 (9) will be considered, and if thought fit, to be passed, and the reports set out in items (10) to (12) below will be heard:

As Ordinary Resolutions:

- (1) Proposal on the 2022 Work Report of the Board of Directors of ICBC
- (2) Proposal on the 2022 Work Report of the Board of Supervisors of ICBC
- (3) Proposal on the 2022 Audited Accounts
- (4) Proposal on the 2022 Profit Distribution Plan
- (5) Proposal on the Fixed Asset Investment Budget for 2023
- (6) Proposal on the Engagement of the External Auditors for 2023
- (7) Proposal on the Election of Mr. Feng Weidong as Non-executive Director of ICBC
- (8) Proposal on the Election of Ms. Cao Liqun as Non-executive Director of ICBC
- (9) Proposal on Submission to the Shareholders' General Meeting to Authorise the Board of Directors to Deal with Matters Relating to Directors', Supervisors' and Senior Management Members' Liability Insurance

As Reporting Items:

- (10) Report Concerning the Special Report on Related Party Transactions of ICBC in 2022
- (11) Work Report of Independent Directors of ICBC for 2022
- (12) Report on the Implementation of the Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of ICBC in 2022

2 PROPOSAL ON THE 2022 PROFIT DISTRIBUTION PLAN

Pursuant to the provisions of relevant laws and regulatory requirements, the 2022 profit distribution plan is as follows:

- (1) RMB34,411 million will be appropriated to the statutory reserve.
- (2) RMB53,571 million will be appropriated to the general reserve.

LETTER FROM THE BOARD

- (3) The record date for A shares and H shares will be Friday, 14 July 2023, the dividend payment date for A shares will be Monday, 17 July 2023, and the dividend payment date for H shares will be Friday, 18 August 2023. 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 RMB3.035 per 10 shares (pre-tax) will be paid. The total amount of dividends for ordinary shares to be distributed shall be RMB108,169 million (representing an increase of RMB3,635 million or 3.5% as compared to the previous year), amounting for 30.0% of the net profit attributable to equity holders of the parent company and 31.3% of the net profit attributable to holders of ordinary shares of the parent company.

According to Article 11 of the “Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies” (CSRC Announcement [2023] No. 43) issued by the China Securities Regulatory Commission, in order to meet the needs of H share investors for dividend payment currency options, the Bank will, in due course, provide a RMB dividend payment currency option in addition to continuing to pay dividends to holders of H shares in HKD, in accordance with the procedures stipulated by applicable laws and regulations.

- (4) For the year 2022, capital reserve will not be converted into capital of the Bank.

For the independent opinions issued by the Independent Directors of the Bank, please refer to the relevant announcements published by the Bank on the website of the Shanghai Stock Exchange (www.sse.com.cn) and the website of the Bank (www.icbc-ltd.com) on 31 March 2023.

The Proposal on the 2022 Profit Distribution Plan was considered and approved at the meeting of the Board which was held on 30 March 2023 and is now submitted to the General Meeting of Shareholders for consideration.

3 PROPOSAL ON THE FIXED ASSET INVESTMENT BUDGET FOR 2023

In accordance with relevant laws and regulations and the relevant requirements under the Articles, based on the strategic plan and overall business development needs of the Bank for 2023 and in combination with the government’s relevant policy requirements, the Bank proposes to arrange approximately RMB16.0 billion in investments in fixed assets for the year 2023, details are as follows:

Unit: in RMB100 millions

| Item | Investment Plan for 2023 |
|----------------------|---------------------------------|
| Financial Technology | 55 |
| Channel Construction | 69 |
| Infrastructure | 36 |
| Total | 160 |

LETTER FROM THE BOARD

(1) RMB5.5 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.

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

The Proposal on the Fixed Asset Investment Budget for 2023 was considered and approved at the meeting of the Board which was held on 23 February 2023 and is now submitted to the General Meeting of Shareholders for consideration.

4 PROPOSAL ON THE ENGAGEMENT OF THE EXTERNAL AUDITORS FOR 2023

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 2023 and Deloitte Touche Tohmatsu as the international external auditor of the Bank for 2023. According to the centralized procurement results, the fees of the group consolidated and parent company audit for 2023 shall be RMB104.00 million, 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.

For the independent opinions issued by the Independent Directors of the Bank, please refer to the relevant announcements published by the Bank on the website of the Shanghai Stock Exchange (www.sse.com.cn) and the website of the Bank (www.icbc-ltd.com) on 29 April 2023.

The Proposal on the Engagement of the External Auditors for 2023 was considered and approved at the meeting of the Board and is now submitted to the General Meeting of Shareholders for consideration.

LETTER FROM THE BOARD

5 PROPOSAL ON THE ELECTION OF MR. FENG WEIDONG AS NON-EXECUTIVE DIRECTOR OF ICBC

The term of office of Mr. Feng Weidong as Non-executive Director of the Bank expires in January 2023, 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. Feng Weidong as Candidate for Non-executive Director of Industrial and Commercial Bank of China Limited and Retention of Relevant Posts in Special Committees in the Board of Directors on 23 February 2023, and resolved Mr. Feng Weidong be nominated as candidate for re-election as Non-executive Director of the Bank.

For the independent opinions issued by the Independent Directors of the Bank, please refer to the relevant announcements published by the Bank on the website of the Shanghai Stock Exchange (www.sse.com.cn) and the website of the Bank (www.icbc-ltd.com) on 24 February 2023.

It is proposed that the General Meeting of Shareholders elects Mr. Feng Weidong as the Non-executive Director of the Bank. The new term of office of Mr. Feng Weidong as Non-executive Director of the Bank will commence on the date when the approval from the General Meeting of Shareholders of the Bank is obtained.

The biography of Mr. Feng Weidong is set out below: Feng Weidong, male, Chinese nationality, born in October 1964. He has served as Non-executive Director of Industrial and Commercial Bank of China Limited since January 2020. Mr. Feng Weidong joined Ministry of Finance of the People's Republic of China in August 1986 and consecutively worked in Accounting Department of Ministry of Finance, National Accountant Certification Examination Leading Group Office and National Accountant Assessment & Certification Centre of Ministry of Finance. He has served as Deputy Director of Academic Affairs Division of Chinese Accounting Correspondence School of Ministry of Finance since 1996 (deputy division chief level); Person in charge of Teaching Material Department of Office of National Accountant Certification Examination since 1999; Deputy Director of Accounting Personnel Management Division of Accounting Department of Ministry of Finance since June 2000; Director of Accounting Personnel Management Division of Accounting Department of Ministry of Finance since March 2001; during which, he has had practical training at the Association of Chartered Certified Accountants (ACCA) of the United Kingdom from February 2003 to May 2003. Mr. Feng has served as Director of Institutional System Division I of Accounting Department of Ministry of Finance since August 2006; during which, Mr. Feng has served as Member of the Accounting Conceptual Framework Committee of the International Public Sector Accounting Standards Board (IPSASB) from November 2006 to December 2008; Deputy Director of National Accountant Assessment & Certification Centre of Ministry of Finance since April 2008 (deputy director-general level); Deputy Director of National Accountant Assessment & Certification Centre of Ministry of Finance (person in charge) since January 2012; Director of National Accountant Assessment & Certification Centre

LETTER FROM THE BOARD

of the Ministry of Finance since July 2013 (director-general level); Secretary of the Party Committee and Director of National Accountant Assessment & Certification Centre of Ministry of Finance since May 2016; he joined Central Huijin Investment Ltd. in 2020. Mr. Feng Weidong obtained a Bachelor's degree in Economics from Dongbei University of Finance & Economics and Doctorate degree from Beijing Jiaotong University. Mr. Feng Weidong is a senior accountant, researcher, certified public accountant and is a recipient of the Special Government Allowance by the State Council of China.

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.

As at the date of this circular, Mr. Feng Weidong 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 the laws and regulations, 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. Feng Weidong 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 MS. CAO LIQUN AS NON-EXECUTIVE DIRECTOR OF ICBC

The term of office of Ms. Cao Liqun as Non-executive Director of the Bank expires in January 2023, and she is eligible for re-election upon the expiry of her 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 Ms. Cao Liqun as Candidate for Non-executive Director of Industrial and Commercial Bank of China Limited and Retention of Relevant Posts in Special Committees of the Board of Directors on 23 February 2023, and resolved Ms. Cao Liqun be nominated as candidate for re-election as Non-executive Director of the Bank.

For the independent opinions issued by the Independent Directors of the Bank, please refer to the relevant announcements published by the Bank on the website of the Shanghai Stock Exchange (www.sse.com.cn) and the website of the Bank (www.icbc-ltd.com) on 24 February 2023.

LETTER FROM THE BOARD

It is proposed that the General Meeting of Shareholders elects Ms. Cao Liqun as the Non-executive Director of the Bank. The new term of office of Ms. Cao Liqun as Non-executive Director of the Bank will commence on the date when the approval from the General Meeting of Shareholders of the Bank is obtained.

The biography of Ms. Cao Liqun is set out below: Cao Liqun, female, Chinese nationality, born in May 1971. She has served as Non-executive Director of Industrial and Commercial Bank of China Limited since January 2020. Ms. Cao Liqun joined State Administration of Foreign Exchange of the People's Republic of China in August 1994 and consecutively worked in Policy and Regulation Department, General Affairs Department, Supervision and Inspection Department, and General Affairs Department (Policy and Regulation Department). She has served as Deputy Director of Regulations Division, General Affairs Department of State Administration of Foreign Exchange since March 2001; Director of Regulations Division, General Affairs Department of State Administration of Foreign Exchange since April 2004; Director of Non-Financial Institutions Inspection Division, Supervision and Inspection Department of State Administration of Foreign Exchange since October 2007; Director of General Affairs Division, Supervision and Inspection Department of State Administration of Foreign Exchange since May 2009; Deputy Director-General of Supervision and Inspection Department of State Administration of Foreign Exchange since October 2010; Inspector of General Affairs Department (Policy and Regulation Department) of State Administration of Foreign Exchange since April 2017; Level-Two Inspector of General Affairs Department (Policy and Regulation Department) of State Administration of Foreign Exchange since June 2019, and acted as Deputy Director of Administrative Committee of Beijing's Zhongguancun Science Park from August 2018 to August 2019; she joined Central Huijin Investment Ltd. in 2020. Ms. Cao Liqun obtained a Bachelor's degree in Law from China University of Political Science and Law, a Master's degree in Finance from Renmin University of China, and a Master's degree in Public Administration from Peking University. Ms. Cao Liqun is an 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.

As at the date of this circular, Ms. Cao Liqun has not held directorships in other listed companies in the last three years, she 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 she disqualified from being a director in a listed company pursuant to the laws and regulations, nor does she hold any interests in the shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

LETTER FROM THE BOARD

Save as disclosed in this circular, there are no other matters relating to the election of Ms. Cao Liqun 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.

7 PROPOSAL ON SUBMISSION TO THE SHAREHOLDERS' GENERAL MEETING TO AUTHORISE THE BOARD OF DIRECTORS TO DEAL WITH MATTERS RELATING TO DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT MEMBERS' LIABILITY INSURANCE

In accordance with the relevant provisions of the Code of Corporate Governance for Listed Companies issued by China Securities Regulatory Commission and the relevant requirements under the Articles, the Bank has purchased liability insurance for directors, supervisors and senior management members (the “**DSM Liability Insurance**”) since 2007. According to the Proposal to Authorise the Board of Directors to Deal with Matters Relating to the Purchase of Directors', Supervisors' and Officers' Liability Insurance reviewed and approved at the Annual General Meeting for the Year 2007, the General Meeting of Shareholders authorised the Board to deal with matters relating to the renewal of DSM Liability Insurance for subsequent years on the condition that the insurance coverage remains unchanged and the premium does not exceed US\$1.448 million¹.

Purchasing DSM Liability Insurance is in line with the common practice in the industry, provides a guarantee for the performance of duties of the directors, supervisors and senior management members of the Bank to better perform their decision-making, supervision and management functions, and has a positive effect on the efficiency of the Bank's corporate governance and the protection of shareholder's interest. The Board proposes to continue to purchase DSM Liability Insurance, and submits to the General Meeting of Shareholders to continue to authorise the Board to deal with matters relating to the renewal of DSM Liability Insurance on the basis that the scope of the insurance coverage remains unchanged and that the rate of the insurance premium shall not exceed the previous rate.

The authorisation is effective for five years, and will come into effect on the date when the approval from the General Meeting of Shareholders of the Bank is obtained.

The Proposal on Submission to the Shareholders' General Meeting to Authorise the Board of Directors to Deal with Matters Relating to Directors', Supervisors' and Senior Management Members' Liability Insurance was considered and approved at the meeting of the Board which was held on 23 February 2023 and is now submitted to the General Meeting of Shareholders for consideration.

¹ This amount is the 2007-2008 premium rate of the DSM Liability Insurance submitted to the First Extraordinary General Meeting of Shareholders of 2007 for consideration.

LETTER FROM THE BOARD

8 THE AGM

A notice convening the AGM to be held at the Head Office of Industrial and Commercial Bank of China Limited, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC and at Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong concurrently by video conference on Thursday, 29 June 2023 at 2:50 p.m., is set out on pages 12 to 14 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, 9 June 2023.

9 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**



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 2022

NOTICE IS HEREBY GIVEN that the Annual General Meeting for the Year 2022 (the “AGM”) of Industrial and Commercial Bank of China Limited (the “Bank”) will be held at the Head Office of Industrial and Commercial Bank of China Limited, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC and at Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong concurrently by video conference on Thursday, 29 June 2023 at 2:50 p.m. The AGM will consider and, if thought fit, pass the following ordinary resolutions set out in items 1 to 9, and to hear the reports set out in items 10 to 12 below:

As Ordinary Resolutions:

1. Proposal on the 2022 Work Report of the Board of Directors of ICBC
2. Proposal on the 2022 Work Report of the Board of Supervisors of ICBC
3. Proposal on the 2022 Audited Accounts
4. Proposal on the 2022 Profit Distribution Plan
5. Proposal on the Fixed Asset Investment Budget for 2023
6. Proposal on the Engagement of the External Auditors for 2023
7. Proposal on the Election of Mr. Feng Weidong as Non-executive Director of ICBC
8. Proposal on the Election of Ms. Cao Liqun as Non-executive Director of ICBC
9. Proposal on Submission to the Shareholders' General Meeting to Authorise the Board of Directors to Deal with Matters Relating to Directors', Supervisors' and Senior Management Members' Liability Insurance

As Reporting Items:

10. Report Concerning the Special Report on Related Party Transactions of ICBC in 2022

NOTICE OF AGM

11. Work Report of Independent Directors of ICBC for 2022
12. Report on the Implementation of the Plan on Authorisation of the Shareholders' General Meeting to the Board of Directors of ICBC in 2022

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

Beijing, PRC
19 May 2023

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, 20 June 2023 to Thursday, 29 June 2023 (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, 19 June 2023 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, 19 June 2023.

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

The Board of Directors of the Bank has recommended a dividend of RMB0.3035 per share (pre-tax) for the year ended 31 December 2022 and, if such dividend is declared by the Shareholders passing Resolution 4, it is expected to be paid no later than Friday, 18 August 2023 to those Shareholders whose names appear on the register of members of the Bank after close of trade on Friday, 14 July 2023. The register of members of H Shares will be closed from Saturday, 8 July 2023 to Friday, 14 July 2023 (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 Friday, 7 July 2023.

(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 her/his attorney duly authorised in writing. If the Shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the proxy form is signed by an attorney of the Shareholder, the power of attorney 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 she/he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF AGM

(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, 9 June 2023. 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.

(6) No distribution of gifts or cake coupons and no refreshments will be served by the Bank.