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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

EUR Preference Shares Stock Code: 4604

USD Preference Shares Stock Code: 4620

## **NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2020**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting for the Year 2020 (the “**AGM**”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) will be held at Industrial and Commercial Bank of China Limited, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Monday, 21 June 2021 at 2:50 p.m. to consider and, if thought fit, to pass the following ordinary resolutions set out in items 1 to 8 and item 11, the special resolutions set out in items 9 to 10, and to hear the reports set out in items 12 to 14 below:

### **As Ordinary Resolutions:**

1. Proposal on the 2020 Work Report of the Board of Directors of ICBC
2. Proposal on the 2020 Work Report of the Board of Supervisors of ICBC
3. Proposal on the 2020 Audited Accounts
4. Proposal on the 2020 Profit Distribution Plan
5. Proposal on the Fixed Asset Investment Budget for 2021
6. Proposal on the Engagement of the External Auditors for 2021
7. Proposal on the Application for Authorization Limit for Special Donations for Poverty Alleviation
8. Proposal on the Election of Ms. Chen Yifang as Non-executive Director of ICBC

## **As Special Resolutions:**

9. Proposal on Issuing Eligible Tier 2 Capital Instruments
10. Proposal on the Extending the Validity Period of the Authorization to Offshore Issuance of Undated Capital Bonds

## **As Ordinary Resolution:**

11. Proposal on the Materials Donation for Epidemic Prevention and Control in 2020

## **As Reporting Items:**

12. Report Concerning the Special Report on Related Party Transactions of ICBC in 2020
13. Work Report of Independent Directors of ICBC for 2020
14. Report on the Implementation of the Plan on Authorisation of the Shareholders' General Meeting to the Board of Directors of ICBC in 2020

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

Beijing, PRC  
6 May 2021

*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 Saturday, 22 May 2021 to Monday, 21 June 2021 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Bank maintained in Hong Kong at the close of business on Friday, 21 May 2021 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 Friday, 21 May 2021.

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

The Board of Directors of the Bank has recommended a dividend of RMB0.2660 per share (pre-tax) for the year ended 31 December 2020 and, if such dividend is declared by the Shareholders passing Resolution 4, it is expected to be paid no later than Tuesday, 27 July 2021 to those Shareholders whose names appear on the register of members of the Bank after close of trade on Monday, 5 July 2020. The register of members of H Shares will be closed from Wednesday, 30 June 2021 to Monday, 5 July 2021 (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, 29 June 2021.

**(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.

**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.**

**(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 Tuesday, 1 June 2021. 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.

*As at the date of this announcement, the Board of Directors comprises Mr. CHEN Siqing and Mr. LIAO Lin as executive directors, Mr. LU Yongzhen, Mr. ZHENG Fuqing, Mr. FENG Weidong and Ms. CAO Liqun as non-executive directors, Mr. Anthony Francis NEOH, Mr. YANG Siu Shun, Mr. SHEN Si, Mr. Nout WELLINK and Mr. Fred Zuluu HU as independent non-executive directors.*