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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)

**OPINIONS OF INDEPENDENT DIRECTORS OF  
INDUSTRIAL AND COMMERCIAL BANK OF CHINA  
REGARDING THE ISSUANCE OF PREFERENCE SHARES**

Industrial and Commercial Bank of China Limited hereby set out the Opinions of Independent Directors of Industrial and Commercial Bank of China Limited regarding the Issuance of Preference Shares, for reference only.

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

Beijing, PRC  
25 July 2014

*As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YI Huiman and Mr. LIU Lixian as executive directors, Ms. WANG Xiaoya, Ms. GE Rongrong, Mr. LI Jun, Mr. WANG Xiaolan, Mr. YAO Zhongli and Mr. FU Zhongjun as non-executive directors, Mr. WONG Kwong Shing, Frank, Sir Malcolm Christopher McCARTHY, Mr. Kenneth Patrick CHUNG, Mr. OR Ching Fai, Mr. HONG Yongmiao and Mr. YI Xiqun as independent non-executive directors.*

# OPINIONS OF INDEPENDENT DIRECTORS OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED REGARDING THE ISSUANCE OF PREFERENCE SHARES

The meeting of the board of directors (the “**Meeting**”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) was held on 25 July 2014, at which the proposal in respect of issuance of domestic preference shares by Industrial and Commercial Bank of China Limited, the non-public issuance of domestic preference shares plan by Industrial and Commercial Bank of China Limited, the proposal in respect of issuance of offshore preference shares by Industrial and Commercial Bank of China Limited and other proposals were considered and approved. The Bank proposes to issue domestic preference shares with an aggregate amount of not more than RMB45 billion and to issue offshore preference shares with an aggregate amount of not more than RMB35 billion or its equivalent (the “**Issuance**”).

In accordance with the relevant requirements of the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Guidance Opinion on the Launch of Preference Shares Pilot Scheme by the State Council, the Trial Administrative Measures on Preference Shares, the Rules Governing Capital Management of Commercial Banks (Provisional), the Guidance Opinion on Issuance of Preference Shares by Commercial Banks for Supplementing Tier 1 Capital, the Rules Governing the Listing of Shares on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and other laws, regulations and regulatory documents, as well as the Articles of Association of Industrial and Commercial Bank of China Limited (the “**Articles**”), we, as the independent directors of the Bank, have carefully reviewed the proposals relating to the Issuance that are to be submitted to the shareholders’ general meeting for consideration and approval, and hereby issue our opinions on certain matters relating to the Issuance as follows:

- (1) The specific plan for the Issuance are in compliance with the relevant laws, regulations and the Articles, and all proceeds from the Issuance will, after deduction of expenses relating to the Issuance, be fully used to replenish Additional Tier 1 Capital of the Bank. After completion of the Issuance, the Bank’s net assets will increase and its capital strength and capital structure will be further improved and optimized, which will be beneficial to the sustainable and stable growth of the Bank.
- (2) Under normal circumstances, the preference shares to be issued do not entitle the holders of such preference shares to attend or vote at any of the shareholders’ general meetings of the Bank. However, on the occurrence of special circumstances as provided in laws, regulations and the proposals, the holders of such preference shares shall be entitled to attend the shareholders’ general meetings and to exercise voting rights together with the ordinary shareholders, which may therefore impact the voting rights of the existing ordinary shareholders to a certain extent. However, the method of calculating the restored voting rights of the preference shares will be fair and reasonable to the existing ordinary shareholders.

- (3) In accordance with the regulations stipulated by the China Banking Regulatory Commission and the specific plan for the Issuance, upon the occurrence of trigger events for mandatory conversion of preference shares and the implementation of such mandatory conversion, the ordinary share capital of the Bank will be increased accordingly and thus the rights and interests of existing ordinary shareholders will be affected to a certain extent.
- (4) Upon completion of the Issuance, the payment of dividends to the preference shares may affect the net profit after tax of the Bank attributable to the ordinary shareholders and thus may result in decrease in dividends distribution to the ordinary shareholders of the Bank. However, the Bank can deliver a reasonable return on capital and support the healthy and sustainable development of the Bank's various businesses by increasing the efficiency of capital allocation since all proceeds from the Issuance are classified as Additional Tier 1 Capital.
- (5) The Meeting was convened, held and concluded in voting in compliance with the provisions of relevant laws, regulations, regulatory documents and the Articles of the Bank. The resolutions passed at such Meeting are therefore legal and effective.
- (6) In accordance with the Articles, the specific plan for the Issuance shall be submitted to the shareholders' general meeting for consideration and approval item by item, and shall be adopted by more than two thirds of votes held by the shareholders (including their proxies) present at the meeting. The legitimate rights and interests of minority investors will be fully respected and protected by going through the above procedures.

Based on the above, the Issuance is in the interest of the Bank and the shareholders as a whole and there exist no circumstance which prejudices the interest of the Bank or any class of shareholders, and accordingly all the independent directors of the Bank approved the terms of the Issuance.

**Independent Directors of Industrial and Commercial Bank of China Limited:**

**WONG Kwong Shing, Frank, Malcolm Christopher McCARTHY,  
Kenneth Patrick CHUNG, OR Ching Fai, HONG Yongmiao and YI Xiqun**

**25 July 2014**