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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: 4603

EUR Preference Shares Stock Code: 4604

RMB Preference Shares Stock Code: 84602

**ANNUAL GENERAL MEETING FOR THE YEAR 2015  
HELD ON 24 JUNE 2016 POLL RESULTS  
APPOINTMENT OF DIRECTORS AND SUPERVISORS  
RETIREMENT OF SUPERVISOR**

Reference is made to the circular dated 10 May 2016 by Industrial and Commercial Bank of China Limited (the “**Bank**”) (the “**Circular**”) containing details of the resolutions tabled before the annual general meeting for the year 2015 of the Bank (the “**AGM**”) for shareholders’ approval.

**I. Convening and Attendance of the AGM**

The board of directors of the Bank (the “**Board**”) announces that the AGM was held at Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong and at the head office of the Bank, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC concurrently by video conference on 24 June 2016 at 9:30 a.m..

The total number of shares entitling its holders to attend and vote on the resolutions proposed at the AGM was 356,406,257,089 shares. No shareholders of the Bank were entitled to attend but were required to abstain from voting in favour of the proposed resolutions pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no shareholders were required pursuant to the Listing Rules to abstain from voting at the AGM. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM. 3,223 shareholders and authorized proxies holding an aggregate of 280,843,704,987 shares with voting rights, representing 78.7988% of the total number of shares with voting rights of 356,406,257,089, were present at the AGM.

<b>Number of shareholders and authorized proxies attending the AGM</b>	3,223
including: number of A share holders	63
number of H share holders	3,160
<b>Total number of shares with voting rights held by shareholders attending the AGM</b>	280,843,704,987
including: total number of shares held by A share holders	247,427,519,165
total number of shares held by H share holders	33,416,185,822
<b>Percentage of total shares with voting rights held by shareholders attending the AGM (%)</b>	78.7988
including: percentage of total shares held by A share holders (%)	69.4229
percentage of total shares held by H share holders (%)	9.3759

Notes:

1. Shareholders attending the AGM include those attending the AGM on-site and by way of online voting.
2. According to the Articles of Association and the circumstances of the AGM of the Bank, the resolutions of the AGM are not required to be considered and approved by the holders of preference shares of the Bank.

The voting of the AGM was conducted by means of on-site voting and online voting in compliance with the relevant provisions of the Company Law of the People's Republic of China, the Rules for the General Assemblies of Shareholders of Listed Companies, the Shanghai Stock Exchange Implementation Rules for Network Voting in the General Assemblies of Shareholders of Listed Companies and relevant provisions of the Articles of Association of Industrial and Commercial Bank of China Limited. The AGM was convened by the Board and chaired by Mr. Yi Huiman, the Chairman of the Board.

15 of the 15 directors of the Bank attended the AGM. 4 of the 4 supervisors of the Bank attended the AGM. Certain members of the senior management of the Bank and candidates for directors or supervisors were in attendance at the meeting.

In compliance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited, the Bank's H share registrar, acted as scrutineer for the vote-taking.

## II. Voting Results of the AGM

### 1. Proposal in respect of the 2015 Work Report of the Board of Directors of Industrial and Commercial Bank of China Limited

Voting result: approved

Details of votes:

Type of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
A shares	247,427,295,265	99.9999	146,000	0.0001	77,900	0.0000
H shares	33,237,305,370	99.4647	34,754,337	0.1040	144,126,115	0.4313
Ordinary shares in total	280,664,600,635	99.9362	34,900,337	0.0124	144,204,015	0.0514

### 2. Proposal in respect of the 2015 Work Report of the Board of Supervisors of Industrial and Commercial Bank of China Limited

Voting result: approved

Details of votes:

Type of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
A shares	247,427,263,859	99.9999	177,206	0.0001	78,100	0.0000
H shares	33,237,249,348	99.4645	34,797,359	0.1041	144,139,115	0.4314
Ordinary shares in total	280,664,513,207	99.9362	34,974,565	0.0125	144,217,215	0.0513

### 3. Proposal in respect of the election of Mr. Yi Huiman as an Executive Director of Industrial and Commercial Bank of China Limited

Voting result: approved

Details of votes:

Type of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
A shares	247,415,990,561	99.9953	11,450,604	0.0046	78,000	0.0001
H shares	30,155,494,929	90.2422	3,116,689,357	9.3269	144,001,536	0.4309
Ordinary shares in total	277,571,485,490	98.8349	3,128,139,961	1.1138	144,079,536	0.0513

**4. Proposal in respect of the election of Mr. Shen Si as an Independent Director of Industrial and Commercial Bank of China Limited**

Voting result: approved

Details of votes:

Type of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
A shares	247,427,263,759	99.9999	177,306	0.0001	78,100	0.0000
H shares	33,237,746,446	99.4660	34,455,361	0.1031	143,984,015	0.4309
Ordinary shares in total	280,665,010,205	99.9364	34,632,667	0.0123	144,062,115	0.0513

**5. Proposal in respect of the election of Mr. Zhang Wei as a Shareholder Supervisor of Industrial and Commercial Bank of China Limited**

Voting result: approved

Details of votes:

Type of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
A shares	247,427,263,859	99.9999	146,000	0.0001	109,306	0.0000
H shares	32,625,635,712	97.6342	646,479,095	1.9346	144,071,015	0.4312
Ordinary shares in total	280,052,899,571	99.7184	646,625,095	0.2302	144,180,321	0.0514

**6. Proposal in respect of the election of Mr. Shen Bingxi as an External Supervisor of Industrial and Commercial Bank of China Limited**

Voting result: approved

Details of votes:

Type of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
A shares	247,427,263,859	99.9999	177,206	0.0001	78,100	0.0000
H shares	33,178,506,255	99.2887	93,588,417	0.2801	144,091,150	0.4312
Ordinary shares in total	280,605,770,114	99.9153	93,765,623	0.0334	144,169,250	0.0513

## 7. Proposal in respect of 2015 Audited Accounts

Voting result: approved

Details of votes:

Type of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
A shares	247,427,295,265	99.9999	146,000	0.0001	77,900	0.0000
H shares	33,235,918,058	99.4605	34,794,180	0.1041	145,473,584	0.4354
Ordinary shares in total	280,663,213,323	99.9357	34,940,180	0.0124	145,551,484	0.0519

## 8. Proposal in respect of 2015 Profit Distribution Plan

Voting result: approved

Details of votes:

Type of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
A shares	247,427,312,365	99.9999	204,700	0.0001	2,100	0.0000
H shares	33,241,961,005	99.4786	27,996,316	0.0838	146,228,501	0.4376
Ordinary shares in total	280,669,273,370	99.9379	28,201,016	0.0100	146,230,601	0.0521

## 9. Proposal in respect of the Fixed Asset Investment Budget for 2016

Voting result: approved

Details of votes:

Type of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
A shares	247,427,306,259	99.9999	142,706	0.0001	70,200	0.0000
H shares	33,241,969,688	99.4786	31,033,962	0.0929	143,182,172	0.4285
Ordinary shares in total	280,669,275,947	99.9379	31,176,668	0.0111	143,252,372	0.0510

## 10. Proposal in respect of the Issue of Eligible Tier-2 Capital Instruments with Write-Down Feature of up to 88 billion

Voting result: approved

Details of votes:

Type of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
A shares	247,427,266,165	99.9999	181,400	0.0001	71,600	0.0000
H shares	31,248,577,176	93.5133	2,023,663,131	6.0559	143,945,515	0.4308
Ordinary shares in total	278,675,843,341	99.2281	2,023,844,531	0.7206	144,017,115	0.0513

## 11. Proposal in respect of the Engagement of Auditors for 2016

Voting result: approved

Details of votes:

Type of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
A shares	247,427,253,959	99.9999	163,800	0.0001	101,406	0.0000
H shares	33,120,273,206	99.1145	151,723,325	0.4540	144,189,291	0.4315
Ordinary shares in total	280,547,527,165	99.8945	151,887,125	0.0541	144,290,697	0.0514

Proposal No. 10 above, which is to be approved by special resolution, is approved by at least two thirds of the votes held by the shareholders present at the meeting in person or by proxy; the other proposals, which are to be approved by ordinary resolutions, are approved by more than half of the votes held by the shareholders present at the meeting in person or by proxy.

In accordance with the relevant regulatory requirements of the China Securities Regulatory Commission and the Shanghai Stock Exchange, the voting of small and medium-sized A share investors<sup>1</sup> was calculated separately and the poll results in respect of the proposed resolutions at the AGM were as follows:

<sup>1</sup> Individually or collectively holding A shares less than 5% (excluding 5%) of the shares of the Bank.

No. of resolution	Name of resolution	For		Against		Abstain	
		No. of votes	Percentage (%) *	No. of votes	Percentage (%) *	No. of votes	Percentage (%) *
3	Proposal in respect of the election of Mr. Yi Huiman as an Executive Director of Industrial and Commercial Bank of China Limited	381,685,746	97.0681	11,450,604	2.9121	78,000	0.0198
4	Proposal in respect of the election of Mr. Shen Si as an Independent Director of Industrial and Commercial Bank of China Limited	392,958,944	99.9350	177,306	0.0451	78,100	0.0199
8	Proposal in respect of 2015 Profit Distribution Plan	393,007,550	99.9474	204,700	0.0521	2,100	0.0005
11	Proposal in respect of the Engagement of Auditors for 2016	392,949,144	99.9326	163,800	0.0417	101,406	0.0257

\* Percentage of total shares with voting rights held by small and medium-sized A share investors attending the AGM.

### III. Appointment of Directors

The Bank announces that at the AGM, Mr. Yi Huiman was re-elected as executive director of the Bank and Mr. Shen Si was elected as independent non-executive director of the Bank. The new term of office of Mr. Yi Huiman as executive director of the Bank will commence on the date of passing the resolution at the AGM. The qualification of Mr. Shen Si as independent non-executive director of the Bank is subject to approval by the China Banking Regulatory Commission (“CBRC”) and his term of office as independent non-executive director of the Bank will commence on the date when the approval of the CBRC is obtained. Please refer to the Circular for details of Mr. Yi Huiman and Mr. Shen Si.

### IV. Appointment of Supervisors

The Bank announces that at the AGM, Mr. Zhang Wei was elected as shareholder supervisor of the Bank and Mr. Shen Bingxi was elected as external supervisor of the Bank. Their terms of office as shareholder supervisor and external supervisor of the Bank will commence on the date of passing the resolution at the AGM. Please refer to the Circular for details of Mr. Zhang Wei and Mr. Shen Bingxi.

### V. Retirement of Supervisor

Pursuant to the laws and regulations and the relevant provisions of the Articles of Association of the Bank, Ms. Dong Juan has ceased to act as an external supervisor of the Bank due to expiration of her term of office. Ms. Dong Juan has confirmed that she has no disagreement with the board of supervisors of the Bank and there are no matters relating to her retirement that need to be brought to the attention of the shareholders and creditors of the Bank. Ms. Dong Juan performed her duties diligently and conscientiously since she has assumed the position as supervisor of the Bank in 2009, and has been highly effective in contributing to the improvement of corporate governance and the promotion of risk management and internal control of the Bank. The board of supervisors of the Bank would like to express its sincere gratitude to Ms. Dong Juan for her contributions to the Bank during her tenure of service.



## VI. Profit Distribution

The 2015 profit distribution plan of the Bank was considered and approved at the AGM. A cash dividend of RMB2.333 per 10 shares (pre-tax) will be paid by the Bank to those shareholders whose names appear on the register of members after close of trading on Thursday, 7 July 2016. The dividend for H shares is expected to be paid on Wednesday, 17 August 2016 and the dividend for A shares is expected to be paid on Friday, 8 July 2016. The dividends which the Bank will pay to holders of H shares in Hong Kong dollars for the year 2015 will be converted using the middle exchange rate between RMB and HKD published by the People's Bank of China on the date of the AGM (that is, 24 June 2016). Therefore, the applicable conversion rate in respect of the dividend for the year 2015 was HKD1 = RMB0.84791 and the dividend for each H share is approximately HKD0.275147 per H share (pre-tax).

The register of members of H shares will be closed from Friday, 1 July 2016 to Thursday, 7 July 2016 (both days inclusive). In order to be entitled to the dividend for the year 2015, 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 Thursday, 30 June 2016.

The Bank has appointed ICBC (Asia) Trustee Company Limited as the receiving agent (the “**Receiving Agent**”) to receive the dividend for the year 2015 on behalf of the holders of H Shares. The Receiving Agent is registered as a trust company under the Trustee Ordinance (Chapter 29 of the Laws of Hong Kong). The Receiving Agent will distribute the particulars of dividend for the year 2015 and Computershare Hong Kong Investor Services Limited (the registry of H shares of the Bank) will dispatch the same to the holders of H Shares entitled to receive such dividend on or about Wednesday, 17 August 2016 (that is the dividend payment date for H shares) by ordinary post at their own risk.

The Bank will make a separate implementation announcement regarding matters related to the payment of the dividend for the year 2015 to A share holders of the Bank.

### **Withholding and Payment of Income Tax**

#### ***Withholding and Payment of Enterprise Income Tax for Overseas Non-Resident Enterprise Shareholders***

In accordance with the Enterprise Income Tax Law of the People's Republic of China and its implementation regulations which came into effect on 1 January 2008, the Bank shall withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise shareholders whose names appear on the register of members of H shares of the Bank on the record date when distributing the dividend for the year 2015 to such shareholders. In respect of all shareholders whose names appear on the register of members of H shares of the Bank as at the record date who are not individuals (including HKSCC Nominees Limited, other enterprise nominees or trustees, or other entities and organisations, which are all considered as non-resident enterprise shareholders), the Bank will withhold 10% of enterprise income tax before distributing the dividend for the year 2015.



Should you wish to amend your shareholder capacity, please consult with your nominees or trustees for the relevant procedures. The Bank will strictly comply with the law and relevant requirements of the government authorities and withhold and pay enterprise income tax on behalf of the non-resident enterprise shareholders based on the register of members of H shares of the Bank as at the record date.

### ***Withholding and Payment of Individual Income Tax for Overseas Individual Shareholders***

In accordance with the Individual Income Tax Law of the People's Republic of China and its implementation regulations and the Circular of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-resident taxpayers under Tax Treaties (SAT Circular [2015] No. 60) and other relevant laws and regulations and relevant rules stipulated by the State Administration of Taxation, the Bank shall withhold and pay the individual income tax in respect of the dividend (bonus) received by individual holders of H shares from the Bank. The individual holders of H shares of the Bank may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (or regions) in which the individual holders of H shares are domiciled and the tax arrangements between Mainland China and Hong Kong (Macau). The Bank will determine the country of domicile of the individual holders of H shares based on the registered address as recorded in the register of holders of H shares of the Bank on the record date. Detail arrangements are as follows:

- for individual holders of H shares who are Hong Kong and Macau residents and those whose country (or region) of domicile is a country (or region) which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Bank will withhold and pay individual income tax at the rate of 10% on behalf of the individual H share holders;
- for individual holders of H shares whose country (or region) of domicile is a country (or region) which has entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Bank will tentatively withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H shares;
- for individual holders of H shares whose country (or region) of domicile is a country (or region) which has entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Bank will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty;
- for individual holders of H shares whose country (or region) of domicile is a country (or region) which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or a country (or region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Bank will withhold and pay individual income tax at the rate of 20% on behalf of the individual holders of H shares.

If the domicile of an individual holder of H shares is not the same as the country (or region) shown in the registered address of such shareholder as recorded in the register of holders of H shares of the Bank or if the individual income tax rate withheld by the Bank is not the same as the tax rate pursuant to the tax treaties between the PRC and the country (or region) in

which the individual holder of H shares is domiciled, such shareholder shall promptly submit a letter of entrustment and relevant documents of proof to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited. The Bank will then submit the above documents to competent tax authorities which will proceed with the subsequent tax related arrangements.

### **Profit Distribution for Investors of Northbound Trading**

For investors (including enterprises and individuals) investing in the A shares of the Bank listed on the Shanghai Stock Exchange through The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (the “**Northbound Trading**”), their dividends will be distributed in RMB by the Bank through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such A shares. The Bank will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the competent tax authorities for such withholding. Dividends to investors of Northbound Trading entitled to preferential tax rates under an applicable treaty will be distributed in accordance with the Circular of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-resident taxpayers under Tax Treaties (SAT Circular [2015] No. 60) and the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81).

The record date and the date of distribution of cash dividends and other time arrangements for the investors of Northbound Trading will be the same as those for the A share holders of the Bank. Details of paying the dividend to A share holders of the Bank and relevant matters will be announced in due course.

### **Profit Distribution for Investors of Southbound Trading**

For investors (including enterprises and individuals) investing in the H shares of the Bank listed on the Hong Kong Stock Exchange through the Shanghai Stock Exchange (the “**Southbound Trading**”), the Bank has entered into the Agreement on Distribution of Cash Dividends of H shares for Southbound Trading with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, as the nominee holders of H shares for the investors of Southbound Trading, will receive the cash dividends distributed by the Bank and distribute the cash dividends to the relevant investors of Southbound Trading through its depository and clearing system.

The dividends of the investors of Southbound Trading will be distributed in RMB. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81), for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, such H share companies shall withhold individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The H shares companies will not withhold the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date and the date of distribution of cash dividends and other time arrangements for the investors of Southbound Trading will be the same as those for the H share holders of the Bank.

## **VII. Lawyers' Certification**

Ms. Yang Xiaolei and Ms. Su Zheng of King & Wood Mallesons witnessed the AGM and issued a legal opinion certifying that the convening and its procedures, the qualifications of attendees and convener, the voting process and other related matters of the AGM conformed to the requirements of the laws and regulations such as Company Law of the People's Republic of China, the Rules for the General Assemblies of Shareholders of Listed Companies, the Shanghai Stock Exchange Implementation Rules for Network Voting in the General Assemblies of Shareholders of Listed Companies and relevant provisions of the Articles of Association of Industrial and Commercial Bank of China Limited. The voting results of the AGM were lawful and valid.

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

Beijing, PRC  
24 June 2016

*As at the date of this announcement, the board of directors comprises Mr. YI Huiman, Mr. ZHANG Hongli and Mr. WANG Xiquan as executive directors, Ms. WANG Xiaoya, Ms. GE Rongrong, Mr. FU Zhongjun, Mr. ZHENG Fuqing, Mr. FEI Zhoulun and Mr. CHENG Fengchao as non-executive directors, Sir Malcolm Christopher McCARTHY, Mr. Kenneth Patrick CHUNG, Mr. OR Ching Fai, Mr. HONG Yongmiao, Mr. Anthony Francis NEOH and Mr. YANG Siu Shun as independent non-executive directors.*