

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement. This announcement is for information purposes only and does not constitute an offer to sell or the solicitation of an offer to acquire, purchase or subscribe for securities of the Bank in the United States or elsewhere.*

*Distribution of this announcement into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession this announcement comes should inform themselves of and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.*

*Neither this announcement nor any copy thereof may be released into or distributed in the United States or any other jurisdiction where such release or distribution might be unlawful. The Preference Shares and the H Shares issuable upon conversion of the Preference Shares have not been and will not be registered under the U.S. Securities Act of 1933 (the “U.S. Securities Act”) or the securities laws of any State of the United States or other jurisdiction, and the Preference Shares may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable State or local securities laws. There is no intention to register any portion of any securities described herein in the United States or to conduct a public offering of securities in the United States.*



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)

## **ANNOUNCEMENT IN RELATION TO THE APPROVAL FROM CBRC CONCERNING THE ISSUANCE OF OFFSHORE PREFERENCE SHARES AND AMENDMENTS TO THE ARTICLES**

Reference is made to the circular and announcement of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 5 August 2014 and 19 September 2014, respectively. At the second extraordinary general meeting for the year 2014 of the Bank held on 19 September 2014, the resolutions in relation to, inter alia, the issuance of offshore preference shares and the proposed amendments to the Articles of Association of Industrial and Commercial Bank of China Limited (the “**Articles**”) were considered and approved. In accordance with the requirements of relevant regulatory authority, the Bank has made supplemental amendments to the Articles pursuant to the authorisation granted by the shareholders’ general meeting.

On 6 November 2014, the Bank received approval from the China Banking Regulatory Commission (the “**CBRC**”) entitled “Approval from CBRC concerning the Issuance of Offshore Preference Shares and Amendments to the Articles by Industrial and Commercial Bank of China Limited” (Yin Jian Fu [2014] No.801) pursuant to which, approval was granted to the Bank by the CBRC to issue no more than 350 million offshore preference shares raising proceeds not exceeding RMB35 billion or its equivalent in foreign currencies which will be counted as Additional Tier-1 Capital of the Bank in accordance with relevant regulatory requirements. Approval was also granted to the amended Articles.

The amendments to the Articles are attached to this announcement for reference and the full text of the amended Articles is available on the websites of the Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.icbc-ltd.com](http://www.icbc-ltd.com)), respectively.

The Bank will follow other application procedures with the relevant regulatory authorities and perform its information disclosure obligations in accordance with relevant laws and regulations.

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

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

Beijing, PRC

7 November 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.*

**COMPARISON TABLE OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED**

No.	Existing Provisions	Provisions after Amendment
	<b>Chapter 1 General Provisions</b>	
1.	Article 9 The total capital of the Bank shall be divided into shares of equal value. The respective liability of the shareholders shall be limited to the shares held by them. The Bank shall be held liable for its debts with all its assets.	Article 9 <del>The total capital of the Bank shall be divided into shares of equal value.</del> The respective liability of the shareholders of the Bank shall be limited to the shares held by them. The Bank shall be held liable for its debts with all its assets.
	<b>Chapter 3 Shares and Registered Capital</b>	
	<b>Section 1 Issuing of Shares</b>	
2.	Article 15 The Bank shall have ordinary shares. It may have other kinds of shares if necessary, upon approval of the authorities authorized by the State Council.	<p>Article 15 The Bank shall have ordinary shares. It may have <b>preference shares and</b> other kinds of shares if necessary, upon approval of the authorities authorized by the State Council.</p> <p><b>In the Articles, “preference shares” refer to preference shares governed by a separate set of rules under the Company Law 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.</b></p> <p><b>Unless otherwise specified, “shares” and “share certificate(s)” in Chapters 3 to 20 shall refer to ordinary shares and certificate(s) of ordinary shares, and “shareholders” in Chapters 3 to 20 shall refer to ordinary shareholders.</b></p>

No.	Existing Provisions	Provisions after Amendment
3.	<p>Article 18 ... 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 of the same category and 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 of the same category and collectively referred to as “overseas listed shares”.</p>	<p>Article 18 ... 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 <del>of the same category and</del> 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 <del>of the same category and</del> collectively referred to as “overseas listed shares”.</p>
4.	<p>Article 66 The general meeting of shareholders is the organ of power of the Bank and shall legally exercise the following duties and powers: ...</p> <p>(19) 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>Article 66 The general meeting of shareholders is the organ of power of the Bank and shall legally exercise the following duties and powers: ...</p> <p><b>(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 relating to the preference shares issued by the Bank; and</b></p> <p><b>(20)</b> 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><b>Chapter 12 Financial and Accounting System and Profit Distribution</b></p>	
5.	<p>Article 251 The after-tax profit of the Bank shall be distributed in the following order of priority:</p> <p>(1) making up for previous years' losses;</p> <p>(2) contributing ten percent (10%) to the statutory reserve;</p> <p>(3) making general provision;</p> <p>(4) contributing to the discretionary reserve; and</p> <p>(5) paying dividends to shareholders.</p>	<p>Article 251 The after-tax profit of the Bank shall be distributed in the following order of priority:</p> <p>(1) making up for previous years' losses;</p> <p>(2) contributing ten percent (10%) to the statutory reserve;</p> <p>(3) making general provision;</p> <p>(4) contributing to the discretionary reserve; and</p> <p>(5) paying dividends to shareholders.</p>

No.	Existing Provisions	Provisions after Amendment
	<p>No further contribution shall be required when the accumulated amount of the statutory reserve of the Bank reaches fifty percent (50%) of its registered capital. The general meeting of shareholders shall decide on whether or not to make a contribution to the discretionary reserve after contributing to the statutory reserve and making general provision. The Bank shall not distribute any profits to any shareholder before making up losses, contributing to the statutory reserve and making general provision.</p>	<p>No further contribution shall be required when the accumulated amount of the statutory reserve of the Bank reaches fifty percent (50%) of its registered capital. The general meeting of shareholders shall decide on whether or not to make a contribution to the discretionary reserve after contributing to the statutory reserve and making general provision. The Bank shall not distribute any profits to any shareholder before making up losses, contributing to the statutory reserve and making general provision.</p> <p><b>The payment of dividends to preference shareholders shall be made in accordance with laws, administrative regulations, rules, relevant regulations of competent securities regulatory authorities of the jurisdictions where the shares of the Bank are listed and the preference shares of the Bank are issued or listed and the Articles.</b></p>
		<p><b>Chapter 21 Special Provisions on Preference Shares</b></p>
6.		<p><b>Article 294 Unless otherwise specified in laws, administrative regulations, department rules, regulations of the securities regulatory authority of the locality where the shares of the Bank are listed and this Chapter, the rights and obligations of preference shareholders and management of preference shares shall be governed by the provisions related to ordinary shares in the Articles.</b></p>
7.		<p><b>Article 295 The number of preference shares issued by the Bank shall not exceed 50% of the total number of ordinary shares then issued, and the capital raised from the issuance of preference shares shall not be more than 50% of the net assets of the Bank prior to such issuance (excluding the preference shares that have been redeemed or converted).</b></p>

No.	Existing Provisions	Provisions after Amendment
8.		<p><b>Article 296</b> In accordance with relevant rules on capital regulation of commercial banks, the Bank may establish terms governing the mandatory conversion of the preference shares into ordinary shares, namely, upon the occurrence of certain trigger events, the Bank converts the preference shares into ordinary shares in accordance with the conversion price and conversion amount as determined at the time of issuance of the preference shares. In circumstances when the preference shares are mandatorily converted into ordinary shares, the Bank shall report to and seek approval from banking regulatory authorities under the State Council.</p>
9.		<p><b>Article 297</b> Preference shares issued by the Bank cannot be put back by the preference shareholders. The Bank may, starting from five years after the completion of an offering of preference shares and subject to approval from banking regulatory authorities under the State Council and upon compliance with relevant requirements, redeem the preference shares in whole or in part. The redemption period of the preference shares commences on such commencement date of redemption as agreed upon at the time of issuance of preference shares and ends on the completion date of redemption or conversion of all the preference shares. The total number of outstanding preference shares shall be written down accordingly upon redemption of preference shares.</p> <p>The exercise by the Bank of the right to redeem the preference shares shall be subject to the fulfilment of the following conditions:</p> <ol style="list-style-type: none"> <li>(1) the Bank replaces the preference shares to be redeemed with capital of the same or better quality and the replacement of the capital is effected on conditions that are sustainable for the income capacity of the Bank; or</li> <li>(2) the Bank's capital position will remain</li> </ol>

No.	Existing Provisions	Provisions after Amendment
		<p>well above the regulatory capital requirements by the banking regulatory authorities under the State Council after the redemption.</p> <p>The redemption price of the domestic preference shares will be an amount equal to the par value plus the amount of dividend declared but unpaid for the current dividend period.</p> <p>The redemption price of the offshore preference shares will be an amount equal to the issue price plus the amount of dividend declared but unpaid for the current dividend period.</p>
10.		<p><b>Article 298 Preference shareholders of the Bank shall be entitled to:</b></p> <ol style="list-style-type: none"> <li><b>(1) rights to dividends in priority to payment of dividends to ordinary shareholders;</b></li> <li><b>(2) rights to distribution of residual assets of the Bank on liquidation in priority to those of ordinary shareholders;</b></li> <li><b>(3) attend and vote at general meetings of shareholders upon occurrence of an event as prescribed in Article 300;</b></li> <li><b>(4) upon occurrence of an event as prescribed in Article 301, to have its voting rights restored in accordance with the requirements of such Article;</b></li> <li><b>(5) supervise business operation of the Bank and put forward suggestions or inquiries;</b></li> <li><b>(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</b></li> </ol>

No.	Existing Provisions	Provisions after Amendment
		<p>(7) other rights conferred to preference shareholders by laws, administrative regulations, rules and the Articles.</p>
11.		<p>Article 299 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> <ol style="list-style-type: none"> <li>(1) requesting to convene an extraordinary general meeting of shareholders;</li> <li>(2) convening and presiding over a general meeting of shareholders;</li> <li>(3) submission of an interim proposal to a general meeting of shareholders;</li> <li>(4) nomination of directors, supervisors of shareholder representatives and external supervisors;</li> <li>(5) identifying "controlling shareholder(s)" as defined in Article 58;</li> <li>(6) decisions on person(s) prohibited from serving as independent directors of the Bank as prescribed in Article 121;</li> <li>(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</li> <li>(8) other issues specified by laws, administrative regulations, rules and the Articles.</li> </ol>
12.		<p>Article 300 The preference shares do not entitle their holders to attend or vote at any shareholders' general meetings of the Bank, unless the resolutions to be passed relate to any of the following:</p> <ol style="list-style-type: none"> <li>(1) amendments to the Articles which relate to preference shares;</li> </ol>



No.	Existing Provisions	Provisions after Amendment
		<p>(2) the reduction of the registered capital of the Bank by more than 10% (either separately or in aggregate);</p> <p>(3) merger, division, dissolution or change of corporate form of the Bank;</p> <p>(4) issuance of preference shares; and</p> <p>(5) other events specified in the Articles that will change or abrogate the rights of preference shareholders.</p> <p>If the resolutions to be passed relate to any of the above, the notice of a shareholders' general meeting shall be given to preference shareholders in accordance with the notification procedures applicable to ordinary shareholders as specified in the Articles. The preference shareholders are entitled to vote at a separate class meeting with respect to the above matters and each preference share shall have one vote (preference shares held by the Bank do not entitle the Bank to vote).</p> <p>Resolutions relating to the above shall be adopted by more than two thirds of votes held by ordinary shareholders present at the meeting (including preference shareholders with voting rights restored) and by more than two thirds of votes held by preference shareholders (excluding preference shareholders with voting rights restored). If a shareholders' meeting is convened for matters relating to the issuance of preference shares, the Bank shall provide online voting to shareholders.</p>
13.		<p><b>Article 301</b> In the event that the Bank failed to pay the agreed dividend to preference shareholders for three years in aggregate or for two consecutive years, from the next day following the date of approval of the proposal not paying the agreed dividend for the current year by the general meeting of shareholders, preference shareholders shall be entitled to attend and vote (together with ordinary</p>

No.	Existing Provisions	Provisions after Amendment
		<p>shareholders) at general meetings of shareholders.</p> <p>For preference shares the dividend of which is non-cumulative, the voting rights shall be temporarily restored until the full payment of the agreed dividend for the current year by the Bank.</p> <p>The voting rights of the preference shares shall be calculated based on the following formulae:</p> <p>The formula for calculating the voting rights of the offshore preference shares with voting rights restored is as follow:</p> <p><math>R^* = W^* / S^* \times \text{exchange rate for calculation.}</math> Any fractional voting right will be rounded down to the nearest whole number.</p> <p>In the above formula: “R*” denotes the voting right of H shares that can be restored from the offshore preference shares for each offshore preference shareholder; “W*” denotes the amount of the offshore preference shares held by each offshore preference shareholder; “S*” denotes the average trading price of H shares of the Bank for the 20 trading days preceding the date of publication of the board resolution in respect of the issuance plan of the offshore preference shares; and the “exchange rate for calculation” denotes the cross rate between Hong Kong dollar and the foreign currency in which the offshore preference shares are denominated based on the CNY Central Parity Rate published by the China Foreign Exchange Trading Centre on the trading date immediately preceding the date of publication of the board resolution in respect of the issuance plan of the offshore preference shares.</p> <p>The formula for calculating the voting rights of the domestic preference shares with voting rights restored is as follow:</p> <p><math>R = W / S.</math> Any fractional voting right will be rounded down to the nearest whole number.</p> <p>In the above formula: “R” denotes the voting</p>

No.	Existing Provisions	Provisions after Amendment
		<p>right of A shares that can be restored from the domestic preference shares for each domestic preference shareholder; “W” denotes the par value of the domestic preference shares held by each domestic preference shareholder; and “S” denotes the average trading price of A shares of the Bank for the 20 trading days preceding the date of publication of the board resolution in respect of the issuance plan of the domestic preference shares.</p>
14.		<p><b>Article 302</b> The interest rate for the outstanding preference shares issued by the Bank shall be the benchmark interest rate plus a fixed interest rate differential, which can be adjusted for different periods. Such interest rate will remain unadjusted for a specific period of time following the issuance of the preference shares, after which the benchmark interest rate will be adjusted once every five years. The interest rate shall remain the same during each such period.</p> <p>Preference shares rank in priority to ordinary shares as to dividends. Preference shareholders are entitled to dividend in accordance with agreed coupon rates and payment terms. Dividend to preference shareholders shall be payable in cash by the Bank and if the Bank fails to declare any agreed dividend to preference shareholders and contribute to the discretionary surplus reserve as determined by the shareholders’ general meeting, the Bank must not make any distribution to ordinary shareholders under Article 251.</p> <p>Holders of preference shares issued to supplement Tier 1 Capital of the Bank are not entitled to any further distribution of profits of the Bank once the dividend has been paid at the coupon rates. Under relevant rules on capital regulation of commercial banks, the Bank has the right to cancel all or part of the dividend payments of such preference shares and shall not constitute an event of default.</p>

No.	Existing Provisions	Provisions after Amendment
		Any amount of unpaid dividends to preference shareholders shall not be accumulated to the following dividend year.
15.		<p>Article 303 When the Bank is dissolved or bankrupt and liquidation occurs, the remaining assets of the Bank after liquidation in accordance with laws, administrative regulations, rules and Article 284 (1) to (5) of this Articles shall first be distributed to preference shareholders. Preference shareholders shall be entitled to an amount equal to the total face value of the issued outstanding preference shares plus any declared but unpaid dividends for the current period. If there are insufficient residual assets, the distribution shall be made on a pro rata basis to the domestic and offshore preference shareholders.</p>