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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 2018 HELD ON 20 JUNE 2019 POLL RESULTS**

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 30 April 2019 (the “**Circular**”) and the supplemental circular of the Bank dated 3 June 2019 (the “**Supplemental Circular**”), containing details of the resolutions tabled before the annual general meeting for the year 2018 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 20 June 2019 at 2:30 p.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. 2,755 shareholders and authorized proxies holding an aggregate of 308,631,435,893 shares with voting rights, representing 86.5954% 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>	2,755
including: number of A share holders	443
number of H share holders	2,312
<b>Total number of shares with voting rights held by shareholders attending the AGM</b>	308,631,435,893
including: total number of shares held by A share holders	254,470,982,414
total number of shares held by H share holders	54,160,453,479
<b>Percentage of total shares with voting rights held by shareholders attending the AGM (%)</b>	86.5954
including: percentage of total shares held by A share holders (%)	71.3991
percentage of total shares held by H share holders (%)	15.1963

*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 "**Articles of Association**"). The AGM was convened by the Board and chaired by Mr. Chen Siqing, the Chairman of the Board.

12 of the 12 directors of the Bank attended the AGM. 5 of the 5 supervisors of the Bank attended the AGM. Board Secretary of the Bank, Mr. Guan Xueqing, attended the meeting. Members of the senior management, Mr. Hu Hao and Mr. Tan Jiong, and candidate for Non-Executive Director, Mr. Lu Yongzhen, 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

At the AGM, all of the proposals set out in the notice of AGM dated 30 April 2019 and the supplemental notice of AGM dated 3 June 2019 were resolved by polling. The proposals were voted upon by a combination of on-site and online polling. Polling results in respect of the proposals submitted to the AGM are as follows:

### 1. Proposal on the 2018 Work Report of the Board of Directors of Industrial and Commercial Bank of China Limited

Voting result: approved

Details of votes:

Types of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Resolution Results	306,859,656,953	99.4259	14,281,720	0.0046	1,757,497,220	0.5695

### 2. Proposal on the 2018 Work Report of the Board of Supervisors of Industrial and Commercial Bank of China Limited

Voting result: approved

Details of votes:

Types of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Resolution Results	306,859,572,111	99.4259	13,181,721	0.0043	1,758,682,061	0.5698

### 3. Proposal on the 2018 Audited Accounts

Voting result: approved

Details of votes:

Types of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Resolution Results	306,859,511,684	99.4259	14,307,210	0.0046	1,757,616,999	0.5695

#### 4. Proposal on the 2018 Profit Distribution Plan

Voting result: approved

Details of votes:

Types of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Resolution Results	306,935,177,135	99.4504	95,836	0.0000	1,696,162,922	0.5496

#### 5. Proposal on Fixed Asset Investment Budget for 2019

Voting result: approved

Details of votes:

Types of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Resolution Results	306,935,101,031	99.4504	1,207,668	0.0004	1,695,127,194	0.5492

#### 6. Proposal on the Engagement of Auditors for 2019

Voting result: approved

Details of votes:

Types of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Resolution Results	306,603,971,380	99.3431	310,767,408	0.1007	1,716,697,105	0.5562

#### 7. Proposal on the Election of Mr. Yang Siu Shun as Independent Director of Industrial and Commercial Bank of China Limited

Voting result: approved

Details of votes:

Types of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Resolution Results	307,445,320,061	99.6157	800,196,025	0.2593	385,919,807	0.1250

**8. Proposal on the Election of Mr. Zhang Wei as Shareholder Supervisor of Industrial and Commercial Bank of China Limited**

Voting result: approved

Details of votes:

Types of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Resolution Results	308,321,547,394	99.8996	84,953,879	0.0275	224,934,620	0.0729

**9. Proposal on the Election of Mr. Shen Bingxi as External Supervisor of Industrial and Commercial Bank of China Limited**

Voting result: approved

Details of votes:

Types of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Resolution Results	308,391,188,920	99.9222	15,511,026	0.0050	224,735,947	0.0728

**10. Proposal on the General Mandate to Issue Shares by Industrial and Commercial Bank of China Limited**

Voting result: approved

Details of votes:

Types of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Resolution Results	290,955,861,236	94.2729	17,478,422,194	5.6632	197,152,463	0.0639

**11. Proposal on the Election of Mr. Lu Yongzhen as Non-executive Director of Industrial and Commercial Bank of China Limited**

Voting result: approved

Details of votes:

Types of shareholders	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Resolution Results	305,964,182,084	99.1358	2,332,643,007	0.7558	334,610,802	0.1084

Proposal No. 10 above, which was approved by special resolution, was approved by more than two-thirds of the votes held by the shareholders present at the meeting in person or by proxy; the other proposals, which were approved by ordinary resolutions, were 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 votes of small and medium-sized A share investors<sup>1</sup> were calculated separately and the poll results in respect of the proposed resolutions at the AGM were as follows:

No. of resolution	Name of resolution	For		Against		Abstain	
		No. of votes	Percentage (%) <sup>*</sup>	No. of votes	Percentage (%) <sup>*</sup>	No. of votes	Percentage (%) <sup>*</sup>
4	Proposal on the 2018 Profit Distribution Plan	5,936,656,729	79.8294	28,300	0.0004	1,499,992,570	20.1702
6	Proposal on the Engagement of Auditors for 2019	5,907,028,966	79.4310	29,649,663	0.3987	1,499,998,970	20.1703
7	Proposal on the Election of Mr. Yang Siu Shun as Independent Director of Industrial and Commercial Bank of China Limited	7,410,246,094	99.6446	16,475,600	0.2215	9,955,905	0.1339
11	Proposal on the Election of Mr. Lu Yongzhen as Non-executive Director of Industrial and Commercial Bank of China Limited	7,399,808,987	99.5042	32,357,112	0.4351	4,511,500	0.0607

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

### III. Appointment of Directors and Supervisors

The Bank announces that at the AGM, Mr. Yang Siu Shun was re-elected as Independent Non-executive Director of the Bank and his new term of office commences on the date of passing the resolution at the AGM. Mr. Zhang Wei was re-elected as Shareholder Supervisor of the Bank and his new term of office will commence from the expiry date of his current term of office as a Shareholder Supervisor. Mr. Shen Bingxi was re-elected as External Supervisor of the Bank and his new term of office will commence from the expiry date of his current term of office as an External Supervisor. Mr. Lu Yongzhen was elected as Non-executive Director of the Bank, his qualification is subject to approval by the China Banking and Insurance Regulatory Commission (the “CBIRC”), and his term of office will commence on the date when the approval of the CBIRC is obtained. Please refer to the Circular dated 30 April 2019 for the biographies of Mr. Yang Siu Shun, Mr. Zhang Wei and Mr. Shen Bingxi. Please refer to the Supplemental Circular dated 3 June 2019 for the biography of Mr. Lu Yongzhen.

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

## IV. Profit Distribution

The 2018 profit distribution plan of the Bank was considered and approved at the AGM. A cash dividend of RMB2.506 per 10 shares (pre-tax) will be paid by the Bank to those holders of ordinary shares whose names appear on the register of members after close of trading on Tuesday, 2 July 2019. The dividend for H shares is expected to be paid on Tuesday, 23 July 2019 and the dividend for A shares is expected to be paid on Wednesday, 3 July 2019. 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 (20 June 2019). Therefore, the applicable conversion rate in respect of the dividend for each H share for the year 2018 is HKD1 = RMB0.88000 and the dividend for each H share for the year 2018 is approximately HKD0.284773 per H share (pre-tax).

The register of members of H shares will be closed from Thursday, 27 June 2019 to Tuesday, 2 July 2019 (both days inclusive). In order to be entitled to the dividend for the year 2018, 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 Wednesday, 26 June 2019. The last trading day of H shares of the Bank before the ex-dividend date will be Monday, 24 June 2019, and the dividends in respect of the H shares will be excluded from Tuesday, 25 June 2019.

The Bank has appointed ICBC (Asia) Trustee Company Limited as the receiving agent (the “**Receiving Agent**”) to receive the dividend for the year 2018 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 holders of H shares for the year 2018 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 Tuesday, 23 July 2019 (that is the dividend payment date for H shares for the year 2018) 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 2018 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 2018 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 2018.

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 the Chinese mainland 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. Details of the arrangements are as follows:

- for individual holders of H shares who are Hong Kong or 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 treaty 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 and the Shenzhen Stock Exchange (the “**Southbound Trading**”), the Bank has entered into the Agreement on Distribution of Cash Dividends of H shares for Southbound Trading with China Securities Depository and Clearing Corporation Limited, pursuant to which, 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) and the Notice on Tax Treatment for the Pilot Program of Shenzhen-Hong Kong Stock Connect of the Ministry of Finance, State Administration of Taxation and the China Securities Regulatory Commission (Cai Shui (2016) No. 127), for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-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 and the Shenzhen-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.

## **V. Lawyers' Certification**

Ms. Su Zheng and Mr. Wang Ning 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 qualification of the proposer which submitted the interim proposal, 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. The voting results of the shareholders' general meeting were lawful and valid.

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

Beijing, PRC  
20 June 2019

*As at the date of this announcement, the board of directors comprises Mr. CHEN Siqing and Mr. GU Shu as executive directors, Mr. ZHENG Fuqing, Ms. MEI Yingchun, Mr. DONG Shi and Mr. YE Donghai as non-executive directors, Mr. Anthony Francis NEOH, Mr. YANG Siu Shun, Ms. Sheila Colleen BAIR, Mr. SHEN Si, Mr. Nout WELLINK and Mr. Fred Zulu HU as independent non-executive directors.*