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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

Announcement on Distribution of Dividends for Offshore Preference Shares

I. The Meeting of the Board of Directors Approving the Dividend Distribution Plan of Offshore Preference Shares

The *Proposal in respect of Issuance of Offshore Preference Shares by Industrial and Commercial Bank of China Limited* was considered and approved at the second extraordinary general meeting for the year 2014 of Industrial and Commercial Bank of China Limited (the “**Bank**”) held on 19 September 2014, which authorized the board of directors of the Bank to decide and handle relevant matters relating to the payment of dividends to holders of Offshore Preference Shares in accordance with the issuance proposal. The current dividend distribution plan of Offshore Preference Shares was considered and approved at the meeting of the board of directors of the Bank held on 25 October 2019, please refer to the announcement of the resolutions of the board of directors of the Bank published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and on the website of the Bank (www.icbc-ltd.com).

II. The Dividend Distribution Plan of Offshore Preference Shares

- 1. Dividend period:** From and including 10 December 2018 to but excluding 10 December 2019
- 2. Record date:** 9 December 2019
- 3. Dividend payment date:** 10 December 2019

4. Recipients

4.1. USD Preference Shares

Holder of the USD Preference Shares whose name appears on the register of members of the Bank, as maintained by The Bank of New York Mellon, at the close of business at 5:00 p.m. (New York time) of the relevant clearing system on 9 December 2019.

4.2. EUR Preference Shares and RMB Preference Shares

Holders of the EUR Preference Shares and RMB Preference Shares whose names appear on the register of members of the Bank, as maintained by The Bank of New York Mellon (Luxembourg) S.A., at the close of business at 6:00 p.m. (Central European time) of the relevant clearing systems on 9 December 2019.

5. Tax deductions

The Bank will distribute dividends for Offshore Preference Shares of USD196,000,000, EUR40,000,000 and RMB800,000,000 (inclusive of tax). According to relevant laws and regulations, when the Bank distributes dividends for Offshore Preference Shares, the enterprise income tax shall be withheld by the Bank at a rate of 10%. According to the requirements of the Terms and Conditions of the Offshore Preference Shares, the Bank will pay such enterprise income tax.

6. Dividend rate and amount to be paid

The Terms and Conditions of the Offshore Preference Shares provide that the initial dividend rate before the first redemption date of the Offshore Preference Shares issued in each currency is 6% (post-tax, which is the dividend rate actually received by the holders of the Offshore Preference Shares). According to the principal amount of the Offshore Preference Shares issued in each currency, the dividend rate of the Offshore Preference Shares and the rate of the enterprise income tax, the Bank confirms that the amount of dividends for the Offshore Preference Shares is as follows:

6.1. USD Preference Shares

The Bank will distribute dividends for USD Preference Shares of USD196,000,000, of which USD176,400,000 will be paid to holders of USD Preference Shares, and USD19,600,000 as enterprise income tax.

6.2. EUR Preference Shares

The Bank will distribute dividends for EUR Preference Shares of EUR40,000,000, of which EUR36,000,000 will be paid to holders of EUR Preference Shares, and EUR4,000,000 as enterprise income tax.

6.3. RMB Preference Shares

The Bank will distribute dividends for RMB Preference Shares of RMB800,000,000, of which RMB720,000,000 will be paid to holders of RMB Preference Shares, and RMB80,000,000 as enterprise income tax.

The Bank published the *Announcement on the Proposed Redemption of the Offshore Preference Shares* on 10 October 2019. The redemption of the USD2.94 billion USD Preference Shares and RMB12 billion RMB Preference Shares issued by the Bank in the offshore market on 10 December 2014 has been considered and approved by the board of directors of the Bank, and the Bank has received a reply letter from the China Banking and Insurance Regulatory Commission, pursuant to which, no objections were raised for the Bank's redeeming the aforementioned USD Preference Shares and RMB Preference Shares. The distribution of dividends on and the redemption of the USD Preference Shares and the RMB Preference Shares will be carried out concurrently, pursuant to which the Bank will redeem the aforementioned USD Preference Shares and the RMB Preference Shares in whole at the respective redemption price of each USD Preference Share and each RMB Preference Share (being the aggregate of an amount equal to the liquidation preference of each Offshore Preference Share plus any dividends accrued but unpaid in respect of the period from (and including) the immediately preceding dividend payment date to (but excluding) 10 December 2019, the date for redemption). For relevant details, please refer to the *Announcement of the Resolutions of the Board of Directors* and the *Redemption Notice* of the Bank published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) on the same day.

III. Measures for the Implementation of the Dividend Distribution Plan of Offshore Preference Shares

1. USD Preference Shares

The Bank will distribute dividends for USD Preference Shares to The Depository Trust Company (“DTC”) or its nominee. The Bank expects that DTC or its nominee, upon receipt of any dividend on the USD Preference Shares, will credit participants' accounts with payments in amounts proportionate to their respective beneficial interests in the USD Preference Shares as shown on the records of DTC or its nominee. Neither the Bank nor The Bank of New York Mellon will have any responsibility or liability for any aspect of the records relating to or payments made on account of beneficial ownership interests in the USD Preference Shares or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

2. EUR Preference Shares and RMB Preference Shares

The Bank will entrust The Bank of New York Mellon, London Branch as the paying agent to pay dividends for the EUR Preference Shares and RMB Preference Shares to, or to the order of, The Bank of New York Depository (Nominees) Limited, as nominee for Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking, société anonyme (“**Clearstream, Luxembourg**”). The Bank expects that Euroclear or Clearstream, Luxembourg, or their nominee, upon receipt of dividends for EUR Preference Shares or RMB Preference Shares, will credit participants’ accounts with payments in amounts proportionate to their respective beneficial interests in the EUR Preference Shares or RMB Preference Shares, as the case maybe, as shown on the records of Euroclear or Clearstream, Luxembourg, or their nominee.

Payment by The Bank of New York Mellon, London Branch to or to the order of The Bank of New York Depository (Nominees) Limited will discharge the obligations of the Bank in respect of the relevant payment under such EUR Preference Shares and RMB Preference Shares. Each accountholder must look solely to Euroclear or Clearstream, Luxembourg, as the case maybe, for its share of each payment, and each beneficial owner of EUR Preference Shares or RMB Preference Shares who is not itself an accountholder must look solely to the relevant accountholder through which it holds its EUR Preference Shares or RMB Preference Shares for its share of each payment made to such accountholder.

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

Beijing, PRC
25 October 2019

As at the date of this announcement, the board of directors comprises Mr. CHEN Siqing, Mr. GU Shu and Mr. HU Hao as executive directors, Mr. YE Donghai, Mr. ZHENG Fuqing, Ms. MEI Yingchun, Mr. DONG Shi and Mr. LU Yongzhen 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.