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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

## **SECOND EXTRAORDINARY GENERAL MEETING OF 2019 HELD ON 22 NOVEMBER 2019 POLL RESULTS**

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 26 September 2019 (the “**Circular**”) and the supplemental circular of the Bank dated 7 November 2019 (the “**Supplemental Circular**”), containing details of the resolutions tabled before the Second Extraordinary General Meeting of 2019 of the Bank (the “**EGM**”) for shareholders’ approval.

### **I. Convening and Attendance of the EGM**

The board of directors of the Bank (the “**Board**”) announces that the EGM was held at the head office of the Bank, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on 22 November 2019 at 2:30 p.m..

The total number of shares entitling holders thereof to attend and vote on the resolutions proposed at the EGM 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 to abstain from voting at the EGM pursuant to the Listing Rules. 349 holders of shares and authorized proxies holding an aggregate of 291,493,354,762 shares with voting rights, representing 81.7868% of the total number of shares with voting rights of 356,406,257,089, were present at the EGM.

<b>Number of shareholders and authorized proxies attending the EGM</b>	349
including: number of A share holders	321
number of H share holders	28
<b>Total number of shares with voting rights held by shareholders attending the EGM</b>	291,493,354,762
including: total number of shares held by A share holders	248,945,555,960
total number of shares held by H share holders	42,547,798,802
<b>Percentage of total shares with voting rights held by shareholders attending the EGM (%)</b>	81.7868
including: percentage of total shares held by A share holders (%)	69.8488
percentage of total shares held by H share holders (%)	11.9380

*Notes:*

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

The voting of the EGM 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 laws and regulations and relevant provisions of the Articles of Association of Industrial and Commercial Bank of China Limited (the "**Articles of Association**"). The EGM was convened by the Board and chaired by Mr. Hu Hao, the Executive Director and Senior Executive Vice President.

14 of the 14 directors of the Bank attended the EGM. 5 of the 5 supervisors of the Bank attended the EGM. Board Secretary of the Bank, Mr. Guan Xueqing, attended the meeting. Candidates for Non-executive Directors, Ms. Cao Liqun and Mr. Feng Weidong 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 of the EGM.

## II. Voting Results of the EGM

At the EGM, all of the proposals set out in the Notice of the Second Extraordinary General Meeting of 2019 dated 26 September 2019 and the Supplemental Notice of the Second Extraordinary General Meeting of 2019 dated 7 November 2019 were resolved by polling. The proposals were voted upon by a combination of on-site and online polling. Poll results in respect of the resolutions proposed at the EGM were as follows:

### 1. Proposal on the Election of Mr. Gu Shu as Executive Director of Industrial and Commercial Bank of China Limited

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Voting results	285,629,214,487	97.9882	5,552,573,431	1.9049	311,566,844	0.1069

### 2. Proposal on the Payment Plan of Remuneration to Directors for 2018

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Voting results	291,311,307,792	99.9375	61,626	0.0000	181,985,344	0.0625

### 3. Proposal on the Payment Plan of Remuneration to Supervisors for 2018

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Voting results	291,311,309,392	99.9375	59,926	0.0000	181,985,444	0.0625

#### **4. Proposal on the Application for Provisional Authorisation Limit on External Donations**

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
<b>Voting results</b>	291,213,880,148	99.9041	92,514,270	0.0317	186,960,344	0.0642

#### **5. Proposal on the Election of Ms. Cao Liquan as Non-executive Director of Industrial and Commercial Bank of China Limited**

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
<b>Voting results</b>	289,743,135,691	99.3996	1,351,092,625	0.4635	399,126,446	0.1369

#### **6. Proposal on the Election of Mr. Feng Weidong as Non-executive Director of Industrial and Commercial Bank of China Limited**

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
<b>Voting results</b>	289,733,438,691	99.3962	1,360,789,625	0.4668	399,126,446	0.1370

All of the 6 proposals above, which are approved by ordinary resolutions, are approved by more than half of the votes held by holders of ordinary shares 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 following proposed resolutions at the EGM 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>
1	Proposal on the Election of Mr. Gu Shu as Executive Director of Industrial and Commercial Bank of China Limited	1,634,817,227	85.5365	265,778,118	13.9060	10,655,800	0.5575
2	Proposal on the Payment Plan of Remuneration to Directors for 2018	1,900,581,844	99.4418	9,001	0.0005	10,660,300	0.5577
5	Proposal on the Election of Ms. Cao Liqun as Non-executive Director of Industrial and Commercial Bank of China Limited	1,797,821,951	94.0652	94,364,693	4.9373	19,064,501	0.9975
6	Proposal on the Election of Mr. Feng Weidong as Non-executive Director of Industrial and Commercial Bank of China Limited	1,797,821,951	94.0652	94,364,693	4.9373	19,064,501	0.9975

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

### III. Appointment of Directors

The Bank announces that at the EGM, Mr. Gu Shu was re-elected as Executive Director of the Bank and his new term of office as Executive Director of the Bank commences on the date when his appointment was considered and approved at the EGM. Ms. Cao Liqun and Mr. Feng Weidong were elected as Non-executive Directors of the Bank, their qualifications as Non-executive Directors are subject to approval by the China Banking and Insurance Regulatory Commission (the “**CBIRC**”), and their respective terms of office will commence on the date when the approval of the CBIRC is obtained. Please refer to the Circular dated 26 September 2019 for the biography of Mr. Gu Shu. Please refer to the Supplemental Circular dated 7 November 2019 for the biographies of Ms. Cao Liqun and Mr. Feng Weidong.

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

## **IV.Lawyers' Certification**

Ms. Su Zheng and Mr. Wang Ning of King & Wood Mallesons witnessed the EGM 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 proposals, the voting process and other related matters of the EGM 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  
22 November 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 Zuluu HU as independent non-executive directors.*