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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: 4620

## **ANNUAL GENERAL MEETING FOR THE YEAR 2023 HELD ON 28 JUNE 2024 POLL RESULTS**

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 6 June 2024 (the “**Circular**”), containing details of each resolution tabled before the Annual General Meeting for the Year 2023 of the Bank (the “**AGM**”) for shareholders’ approval.

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

The Board of Directors of the Bank announces that the AGM was held at the Head Office of the Bank, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC and at Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong concurrently by video conference on 28 June 2024 at 2:50 p.m.

The total number of shares entitling holders thereof 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 “**Hong Kong Listing Rules**”) and no shareholders were required to abstain from voting at the AGM pursuant to the Hong Kong Listing Rules. 498 holders of shares and authorized proxies holding an aggregate of 299,593,650,547 shares with voting rights, representing 84.0596% 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>	498
including: number of A share holders	370
number of H share holders	128
<b>Total number of shares with voting rights held by shareholders attending the AGM</b>	299,593,650,547
including: total number of shares held by A share holders	253,152,583,221
total number of shares held by H share holders	46,441,067,326
<b>Percentage of total shares with voting rights held by shareholders attending the AGM (%)</b>	84.0596
including: percentage of total shares held by A share holders (%)	71.0292
percentage of total shares held by H share holders (%)	13.0304

*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 of the Bank and the circumstances of the AGM, 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 "**Company Law**"), the Rules for the General Assemblies of Shareholders of Listed Companies and the 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 of Directors of the Bank and chaired by Mr. Liao Lin, Chairman of the Board of Directors.

12 of the 12 directors of the Bank attended the AGM. 3 of the 3 supervisors of the Bank attended the AGM. Candidates for Directors of the Bank attended the meeting. Senior management members were in attendance at the meeting.

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

## II. Voting Results of the AGM

At the AGM, all of the proposals set out in the notice of AGM dated 6 June 2024 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 AGM were as follows:

### 1. Proposal on the 2023 Audited Accounts

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Results of votes	299,426,269,613	99.9441	7,824,131	0.0026	159,556,803	0.0533

### 2. Proposal on the 2023 Profit Distribution Plan

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Results of votes	299,574,676,292	99.9937	3,150,630	0.0011	15,823,625	0.0052

### 3. Proposal on the Relevant Arrangement for 2024 Interim Profit Distribution

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Results of votes	299,575,882,092	99.9941	1,944,830	0.0006	15,823,625	0.0053

**4. Proposal on the Renewal of Accounting Firms to Provide Interim Review Service for 2024**

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Results of votes	299,512,594,627	99.9729	65,073,731	0.0217	15,982,189	0.0054

**5. Proposal on the 2023 Work Report of the Board of Directors of ICBC**

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Results of votes	295,392,453,077	98.5977	4,041,617,667	1.3490	159,579,803	0.0533

**6. Proposal on the 2023 Work Report of the Board of Supervisors of ICBC**

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Results of votes	299,366,195,513	99.9241	67,874,631	0.0227	159,580,403	0.0532

**7. Proposal on the Election of Mr. Liao Lin to be Reappointed as Executive Director of ICBC**

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Results of votes	296,118,331,464	98.8400	3,287,528,687	1.0973	187,790,396	0.0627

**8. Proposal on the Election of Mr. Liu Jun as Executive Director of ICBC**

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Results of votes	297,661,633,447	99.3551	1,908,264,285	0.6370	23,752,815	0.0079

**9. Proposal on the Election of Ms. Zhong Mantao as Non-executive Director of ICBC**

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Results of votes	296,454,462,501	98.9522	3,120,537,727	1.0416	18,650,319	0.0062

The above 9 proposals, which were approved by ordinary resolution, were approved by more than half of the votes held by the shareholders present at the meeting in person or by proxy.

The meeting re-elected Mr. Liao Lin as Executive Director of the Bank, his new term of office as Executive Director shall take effect on the date when the approval from the Shareholders' General Meeting is obtained; elected Mr. Liu Jun as Executive Director of the Bank, his term of office as Executive Director shall take effect on the date when the approval from the Shareholders' General Meeting is obtained; elected Ms. Zhong Mantao as Non-executive Director of the Bank, whose qualification as Non-executive Director is subject to the approval of the National Financial Regulatory Administration. Please refer to the Circular dated 6 June 2024 for the biographies of Mr. Liao Lin, Mr. Liu Jun and Ms. Zhong Mantao.

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 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>
2	Proposal on the 2023 Profit Distribution Plan	5,829,872,916	99.9726	1,478,400	0.0254	119,101	0.0020
3	Proposal on the Relevant Arrangement for 2024 Interim Profit Distribution	5,831,078,716	99.9933	272,600	0.0047	119,101	0.0020
4	Proposal on the Renewal of Accounting Firms to Provide Interim Review Service for 2024	5,827,973,715	99.9400	3,377,501	0.0579	119,201	0.0021
7	Proposal on the Election of Mr. Liao Lin to be Reappointed as Executive Director of ICBC	5,566,733,502	95.4602	261,895,614	4.4911	2,841,301	0.0487
8	Proposal on the Election of Mr. Liu Jun as Executive Director of ICBC	5,592,351,974	95.8995	238,756,142	4.0943	362,301	0.0062
9	Proposal on the Election of Ms. Zhong Mantao as Non-executive Director of ICBC	5,601,119,078	96.0499	230,191,838	3.9474	159,501	0.0027

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

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

### III. Profit Distribution

The 2023 profit distribution plan of the Bank was considered and approved at the AGM. A cash dividend of RMB3.064 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 Monday, 15 July 2024. The dividend for H shares is expected to be paid on Monday, 19 August 2024, and the dividend for A shares is expected to be paid on Tuesday, 16 July 2024. 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 (28 June 2024). Therefore, the applicable conversion rate in respect of the dividend for each H share for the year 2023 is  $\text{HKD}1 = \text{RMB}0.91268$  and the dividend for each H share for the year 2023 is approximately  $\text{HKD}0.335715$  per H share (pre-tax).

The Bank's register of members of H shares will be closed from Wednesday, 10 July 2024 to Monday, 15 July 2024 (both days inclusive). In order to be entitled to the dividend for the year 2023, 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, Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Tuesday, 9 July 2024. The last trading day of H shares of the Bank before the ex-dividend date will be Friday, 5 July 2024, and the dividends in respect of the H shares will be excluded from Monday, 8 July 2024.

The Bank has appointed ICBC (Asia) Trustee Company Limited as the receiving agent (the "**Receiving Agent**") to receive the dividend for the year 2023 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 2023 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 Monday, 19 August 2024 (that is the dividend payment date for H shares for the year 2023) 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 2023 to holders of A shares 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 2023 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 2023.

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 Treaties (SAT Circular (2019) No. 35) 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. For individual holders of H shares, the Bank will withhold and pay individual income tax at the rate of 10% on behalf of the individual H share holders, except otherwise specified by tax regulations and relevant tax treaties.



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 Treaties (SAT Circular (2019) No. 35) 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 (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.

#### **IV. Lawyers' Certification**

Ms. Su Zheng and Mr. Chen Dongxu of King & Wood Mallesons attended and witnessed the AGM, and certified that the convening and procedures of the AGM, the qualifications of attendees and the convener, the voting process and other related matters of the AGM conformed to laws and regulations such as the Company Law, the Rules for the General Assemblies of Shareholders of Listed Companies and provisions of the Articles of Association. The voting results of the AGM were lawful and valid.

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

Beijing, PRC  
28 June 2024

*As at the date of this announcement, the Board of Directors comprises Mr. LIAO Lin, Mr. LIU Jun and Mr. WANG Jingwu as executive directors, Mr. LU Yongzhen, Mr. FENG Weidong, Ms. CAO Liqun, Ms. CHEN Yifang and Mr. DONG Yang as non-executive directors, Mr. YANG Siu Shun, Mr. SHEN Si, Mr. Fred Zulu HU, Mr. Norman CHAN Tak Lam and Mr. Herbert WALTER as independent non-executive directors.*