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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 2021 HELD ON 23 JUNE 2022 POLL RESULTS

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 6 May 2022 (the “**Circular**”), containing details of the resolutions tabled before the annual general meeting for the year 2021 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 Head Office Conference Room, ICBC, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC and Conference Room of ICBC, Building 11, Fenghuiyuan, Xicheng District, Beijing, PRC concurrently by video conference on 23 June 2022 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 “**Listing Rules**”) and no shareholders were required to abstain from voting at the AGM pursuant to the Listing Rules. 286 holders of shares and authorized proxies holding an aggregate of 312,563,913,810 shares with voting rights, representing 87.6988% of the total number of shares with voting rights of 356,406,257,089, were present at the AGM.

| | |
|---|-----------------|
| Number of shareholders and authorized proxies attending the AGM | 286 |
| Including: number of A share holders | 282 |
| number of H share holders | 4 |
| Total number of shares with voting rights held by shareholders attending the AGM | 312,563,913,810 |
| Including: total number of shares held by A share holders | 255,131,247,220 |
| total number of shares held by H share holders | 57,432,666,590 |
| Percentage of total shares with voting rights held by shareholders attending the AGM (%) | 87.6988 |
| Including: percentage of total shares held by A share holders (%) | 71.5844 |
| percentage of total shares held by H share holders (%) | 16.1144 |

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 laws and regulations such as 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 and chaired by Mr. Liao Lin, Vice Chairman of the Board and President.

13 of the 13 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. Candidates for directors and supervisors of the Bank attended the meeting. Senior management members 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 AGM.

II. Voting Results of the AGM

At the AGM, all of the proposals set out in the notice of AGM dated 6 May 2022 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 to the AGM were as follows:

1. Proposal on the 2021 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 (%) |
| Voting Results | 312,306,041,653 | 99.9175 | 16,005,929 | 0.0051 | 241,866,228 | 0.0774 |

2. Proposal on the 2021 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 (%) |
| Voting Results | 312,330,531,511 | 99.9253 | 16,070,929 | 0.0051 | 217,311,370 | 0.0696 |

3. Proposal on the 2021 Audited Accounts

Voting result: approved

Details of votes:

| | For | | Against | | Abstain | |
|-----------------------|-----------------|----------------|--------------|----------------|--------------|----------------|
| | No. of votes | Percentage (%) | No. of votes | Percentage (%) | No. of Votes | Percentage (%) |
| Voting Results | 312,330,595,911 | 99.9254 | 16,076,829 | 0.0051 | 217,241,070 | 0.0695 |

4. Proposal on the 2021 Profit Distribution Plan

Voting result: approved

Details of votes:

| | For | | Against | | Abstain | |
|-----------------------|-----------------|----------------|--------------|----------------|--------------|----------------|
| | No. of votes | Percentage (%) | No. of votes | Percentage (%) | No. of Votes | Percentage (%) |
| Voting Results | 312,543,145,829 | 99.9934 | 2,259,529 | 0.0007 | 18,508,452 | 0.0059 |

5. Proposal on the Fixed Asset Investment Budget for 2022

Voting result: approved

Details of votes:

| | For | | Against | | Abstain | |
|-----------------------|-----------------|----------------|--------------|----------------|--------------|----------------|
| | No. of votes | Percentage (%) | No. of votes | Percentage (%) | No. of Votes | Percentage (%) |
| Voting Results | 312,542,887,129 | 99.9933 | 2,490,029 | 0.0008 | 18,536,652 | 0.0059 |

6. Proposal on the Engagement of the External Auditors for 2022

Voting result: approved

Details of votes:

| | For | | Against | | Abstain | |
|-----------------------|-----------------|----------------|--------------|----------------|--------------|----------------|
| | No. of votes | Percentage (%) | No. of votes | Percentage (%) | No. of votes | Percentage (%) |
| Voting Results | 312,531,998,669 | 99.9898 | 13,347,789 | 0.0043 | 18,567,352 | 0.0059 |

7. Proposal on the Election of Mr. Chen Siqing 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 (%) |
| Voting Results | 309,462,422,609 | 99.0077 | 2,891,990,031 | 0.9252 | 209,501,170 | 0.0671 |

8. Proposal on the Election of Mr. Norman Chan Tak Lam as Independent Director of ICBC

Voting result: approved

Details of votes:

| | For | | Against | | Abstain | |
|-----------------------|-----------------|----------------|--------------|----------------|--------------|----------------|
| | No. of votes | Percentage (%) | No. of votes | Percentage (%) | No. of votes | Percentage (%) |
| Voting Results | 312,362,011,026 | 99.9354 | 34,452,129 | 0.0110 | 167,450,655 | 0.0536 |

9. Proposal on the Election of Mr. Fred Zulu Hu as Independent Director of ICBC

Voting result: approved

Details of votes:

| | For | | Against | | Abstain | |
|-----------------------|-----------------|----------------|---------------|----------------|--------------|----------------|
| | No. of votes | Percentage (%) | No. of votes | Percentage (%) | No. of votes | Percentage (%) |
| Voting Results | 306,290,105,827 | 97.9928 | 6,095,677,068 | 1.9502 | 178,130,915 | 0.0570 |

10. Proposal on the Election of Mr. Liu Lanbiao as External Supervisor of ICBC

Voting result: approved

Details of votes:

| | For | | Against | | Abstain | |
|-----------------------|-----------------|----------------|--------------|----------------|--------------|----------------|
| | No. of votes | Percentage (%) | No. of votes | Percentage (%) | No. of votes | Percentage (%) |
| Voting Results | 312,364,920,934 | 99.9363 | 12,050,582 | 0.0039 | 186,942,294 | 0.0598 |

11. Proposal on Reviewing the Articles of Association of Industrial and Commercial Bank of China Limited (2022 Version)

Voting result: approved

Details of votes:

| | For | | Against | | Abstain | |
|-----------------------|-----------------|----------------|----------------|----------------|---------------|----------------|
| | No. of votes | Percentage (%) | No. of votes | Percentage (%) | No. of votes | Percentage (%) |
| Voting Results | 294,008,119,431 | 94.0634 | 16,716,532,078 | 5.3482 | 1,839,262,301 | 0.5884 |

Proposal No. 11 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 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 elected Mr. Chen Siqing as Executive Director of the Bank, whose term of office as Executive Director commences on the date when the approval from the General Meeting of Shareholders has been obtained; Mr. Norman Chan Tak Lam as Independent Director of the Bank, whose qualification as Independent Director is subject to the approval of the China Banking and Insurance Regulatory Commission (the “CBIRC”); Mr. Fred Zulu Hu as Independent Director of the Bank, whose term of office as Independent Director commences on the date when the approval from the General Meeting of Shareholders has been obtained; and Mr. Liu Lanbiao as External Supervisor of the Bank, whose term of office commences when the approval from the General Meeting of Shareholders has been obtained. Please refer to the Circular dated 6 May 2022 for the biographies of Mr. Chen Siqing, Mr. Norman Chan Tak Lam, Mr. Fred Zulu Hu and Mr. Liu Lanbiao.

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 investors¹ 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 (%) [*] | No. of votes | Percentage (%) [*] | No. of votes | Percentage (%) [*] |
| 4 | Proposal on the 2021 Profit Distribution Plan | 8,094,595,305 | 99.9710 | 2,248,600 | 0.0278 | 98,500 | 0.0012 |
| 6 | Proposal on the Engagement of the External Auditors for 2022 | 8,092,814,204 | 99.9490 | 3,970,801 | 0.0490 | 157,400 | 0.0020 |
| 7 | Proposal on the Election of Mr. Chen Siqing as Executive Director of ICBC | 7,855,144,824 | 97.0137 | 190,831,378 | 2.3568 | 50,966,203 | 0.6295 |
| 8 | Proposal on the Election of Mr. Norman Chan Tak Lam as Independent Director of ICBC | 8,045,457,502 | 99.3641 | 2,444,200 | 0.0302 | 49,040,703 | 0.6057 |
| 9 | Proposal on the Election of Mr. Fred Zulu Hu as Independent Director of ICBC | 7,658,279,325 | 94.5824 | 389,622,477 | 4.8120 | 49,040,603 | 0.6056 |

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

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

III. Profit Distribution

The 2021 profit distribution plan of the Bank was considered and approved at the AGM. A cash dividend of RMB2.933 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, 11 July 2022. The dividend for H shares is expected to be paid on Wednesday, 27 July 2022, and the dividend for A shares is expected to be paid on Tuesday, 12 July 2022. 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 (23 June 2022). Therefore, the applicable conversion rate in respect of the dividend for each H share for the year 2021 is HKD1 = RMB0.85456 and the dividend for each H share for the year 2021 is approximately HKD0.343218 per H share (pre-tax).

The Bank's register of members of H shares will be closed from Wednesday, 6 July 2022 to Monday, 11 July 2022 (both days inclusive). In order to be entitled to the dividend for the year 2021, 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 Tuesday, 5 July 2022. The last trading day of H shares of the Bank before the ex-dividend date will be Thursday, 30 June 2022, and the dividends in respect of the H shares will be excluded from Monday, 4 July 2022.

The Bank has appointed ICBC (Asia) Trustee Company Limited as the receiving agent (the "**Receiving Agent**") to receive the dividend for the year 2021 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 2021 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 Wednesday, 27 July 2022 (that is the dividend payment date for H shares for the year 2021) 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 2021 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 2021 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 2021.

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. 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 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 Ms. Yuan Bingyu of King & Wood Mallesons witnessed the AGM and issued a legal opinion certifying 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 general meeting of shareholders were lawful and valid.

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

Beijing, PRC
23 June 2022

As at the date of this announcement, the Board of Directors comprises Mr. CHEN Siqing, Mr. LIAO Lin, Mr. ZHENG Guoyu 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. Anthony Francis NEOH, Mr. YANG Siu Shun, Mr. SHEN Si and Mr. Fred Zulu HU as independent non-executive directors.