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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

THIRD EXTRAORDINARY GENERAL MEETING OF 2024 HELD ON 2 DECEMBER 2024 POLL RESULTS

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 8 November 2024 (the “**Circular**”), containing details of the resolutions tabled before the Third Extraordinary General Meeting of 2024 of the Bank (the “**EGM**”) for shareholders’ approval.

I. Convening and Attendance of the EGM

The Board of Directors of the Bank announces that the EGM was held at 2:50 p.m. on 2 December 2024 at the Head Office of Industrial and Commercial Bank of China, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC.

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 “**Hong Kong Listing Rules**”) and no shareholders were required to abstain from voting at the EGM pursuant to the Hong Kong Listing Rules. 6,656 holders of shares and authorized proxies holding an aggregate of 299,576,206,816 shares with voting rights, representing 84.0547% of the total number of shares with voting rights of 356,406,257,089 were present at the EGM.

Number of shareholders and authorized proxies attending the EGM	6,656
including: number of A share holders	6,650
number of H share holders	6
Total number of shares with voting rights held by shareholders attending the EGM	299,576,206,816
including: total number of shares held by A share holders	254,090,347,134
total number of shares held by H share holders	45,485,859,682
Percentage of total shares with voting rights held by shareholders attending the EGM (%)	84.0547
including: percentage of total shares held by A share holders (%)	71.2923
percentage of total shares held by H share holders (%)	12.7624

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 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 EGM was convened by the Board of Directors of the Bank and chaired by Mr. Liao Lin, Chairman of the Board of Directors.

14 of the 14 directors of the Bank attended the EGM. 3 of the 3 supervisors of the Bank attended the EGM. Senior Executive Vice President and Board Secretary of the Bank, Mr. Duan Hongtao, attended the meeting. Candidate for Director attended 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 EGM.

II. Voting Results of the EGM

At the EGM, all of the proposals set out in the Notice of the Third Extraordinary General Meeting of 2024 dated 8 November 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 EGM were as follows:

1. Proposal on the 2024 Interim 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	299,561,505,592	99.9951	4,891,990	0.0016	9,809,234	0.0033

2. Proposal on the Election of Mr. Li Weiping to be Appointed 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 (%)
Results of votes	299,532,716,854	99.9855	23,690,554	0.0079	19,799,408	0.0066

3. Proposal on the Xi'an Data Center Building Project

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Results of votes	299,367,523,463	99.9303	8,838,519	0.0030	199,844,834	0.0667

4. Proposal on the Group's Financial Bond Issuance Plan for 2025

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Results of votes	297,157,598,423	99.1927	2,404,368,675	0.8026	14,239,718	0.0047

5. Proposal on the Payment Plan of Remuneration to Directors for 2023

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Results of votes	299,527,942,247	99.9839	11,857,497	0.0040	36,407,072	0.0121

6. Proposal on the Payment Plan of Remuneration to Supervisors for 2023

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Results of votes	299,527,748,940	99.9838	11,766,905	0.0039	36,690,971	0.0123

Proposal No.3 and No.4 above, which were approved by special resolution, were 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. Li Weiping as Independent Director of the Bank, whose qualification as Independent Director is subject to the approval of the National Financial Regulatory Administration. Please refer to the circular dated 8 November 2024 for the biography of Mr. Li Weiping.

III. Interim Profit Distribution

The 2024 interim profit distribution plan of the Bank was considered and approved at the EGM. A cash dividend of RMB1.434 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, 6 January 2025. The dividend for A shares is expected to be paid on Tuesday, 7 January 2025, and the dividend for H shares is expected to be paid on Friday, 24 January 2025. 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 EGM (2 December 2024) at which the 2024 interim profit distribution plan was considered and approved. Therefore, the applicable conversion rate in respect of the interim dividend for each H share for the year 2024 is HKD1 = RMB0.92343 and the interim dividend for each H share for the year 2024 is approximately HKD0.155291 per H share (pre-tax).

The Bank's register of members of H shares will be closed from Saturday, 4 January 2025 to Monday, 6 January 2025 (both days inclusive). In order to be entitled to the interim dividend for the year 2024, 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 Friday, 3 January 2025. The last trading day of H shares of the Bank before the ex-dividend date will be Tuesday, 31 December 2024, and the dividends in respect of the H shares will be excluded from Thursday, 2 January 2025.

The Bank has appointed ICBC (Asia) Trustee Company Limited as the receiving agent (the "**Receiving Agent**") to receive the interim dividend for the year 2024 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 interim dividend for holders of H shares for the year 2024 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 Friday, 24 January 2025 (that is the interim dividend payment date for H shares for the year 2024) by ordinary post at their own risk.

The Bank will make a separate implementation announcement regarding matters related to the payment of the interim dividend for the year 2024 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 dividends 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 interim dividend for the year 2024.

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 EGM, and certified that the convening and procedures of the EGM, the qualifications of attendees and the convener, the voting process and other related matters of the EGM 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 EGM were lawful and valid.

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

Beijing, PRC
2 December 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, Mr. DONG Yang and Ms. ZHONG Mantao as non-executive directors, Mr. Fred Zulu HU, Mr. Norman CHAN Tak Lam, Mr. Herbert WALTER, Mr. Murray HORN and Mr. CHEN Guanting as independent non-executive directors.