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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 2022 HELD ON 29 JUNE 2023 POLL RESULTS

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 19 May 2023 (the “**Circular**”), containing details of the resolutions tabled before the annual general meeting for the year 2022 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 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 29 June 2023 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. 469 holders of shares and authorized proxies holding an aggregate of 297,130,108,119 shares with voting rights, representing 83.3684% 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	469
Including: number of A share holders	227
number of H share holders	242
Total number of shares with voting rights held by shareholders attending the AGM	297,130,108,119
Including: total number of shares held by A share holders	249,136,941,986
total number of shares held by H share holders	47,993,166,133
Percentage of total shares with voting rights held by shareholders attending the AGM (%)	83.3684
Including: percentage of total shares held by A share holders (%)	69.9025
percentage of total shares held by H share holders (%)	13.4659

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. Chen Siqing, Chairman of the Board.

13 of the 13 directors of the Bank attended the AGM. 3 of the 3 supervisors of the Bank attended the AGM. Board Secretary of the Bank, Mr. Guan Xueqing, attended the meeting. 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 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 19 May 2023 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 2022 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	296,819,228,934	99.8954	106,615,422	0.0359	204,263,763	0.0687

2. Proposal on the 2022 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	296,866,292,026	99.9112	59,523,481	0.0200	204,292,612	0.0688

3. Proposal on the 2022 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	296,866,281,042	99.9112	59,532,581	0.0200	204,294,496	0.0688

4. Proposal on the 2022 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	297,122,846,375	99.9976	1,601,526	0.0005	5,660,218	0.0019

5. Proposal on the Fixed Asset Investment Budget for 2023

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of Votes	Percentage (%)
Voting Results	297,122,701,359	99.9975	1,528,780	0.0005	5,877,980	0.0020

6. Proposal on the Engagement of the External Auditors for 2023

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Voting Results	297,112,497,458	99.9941	11,701,881	0.0039	5,908,780	0.0020

7. Proposal on the Election of Mr. Feng Weidong 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 (%)
Voting Results	291,426,199,693	98.0803	5,649,253,243	1.9013	54,655,183	0.0184

8. Proposal on the Election of Ms. Cao Liqun 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 (%)
Voting Results	287,897,765,487	96.8928	9,177,695,904	3.0888	54,646,728	0.0184

9. Proposal on Submission to the Shareholders' General Meeting to Authorise the Board of Directors to Deal with Matters Relating to Directors', Supervisors' and Senior Management Members' Liability Insurance

Voting result: approved

Details of votes:

	For		Against		Abstain	
	No. of votes	Percentage (%)	No. of votes	Percentage (%)	No. of votes	Percentage (%)
Voting Results	296,643,655,630	99.8363	282,176,941	0.0950	204,275,548	0.0687

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 elected Mr. Feng Weidong and Ms. Cao Liqun as Non-executive Directors of the Bank, whose respective term of office as Non-executive Director commences on the date when the approval from the General Meeting of Shareholders has been obtained. Please refer to the Circular dated 19 May 2023 for the biographies of Mr. Feng Weidong and Ms. Cao Liqun.

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 2022 Profit Distribution Plan	2,101,073,471	99.9256	1,536,000	0.0731	27,700	0.0013
6	Proposal on the Engagement of the External Auditors for 2023	2,099,237,370	99.8383	3,120,401	0.1484	279,400	0.0133
7	Proposal on the Election of Mr. Feng Weidong as Non-executive Director of ICBC	1,560,201,625	74.2021	493,409,743	23.4662	49,025,803	2.3317
8	Proposal on the Election of Ms. Cao Liqun as Non-executive Director of ICBC	1,248,575,241	59.3814	804,839,627	38.2776	49,222,303	2.3410

* 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 2022 profit distribution plan of the Bank was considered and approved at the AGM. A cash dividend of RMB3.035 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 Friday, 14 July 2023. The dividend for H shares is expected to be paid on Friday, 18 August 2023, and the dividend for A shares is expected to be paid on Monday, 17 July 2023. 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 (29 June 2023). Therefore, the applicable conversion rate in respect of the dividend for each H share for the year 2022 is $\text{HKD}1 = \text{RMB}0.92183$ and the dividend for each H share for the year 2022 is approximately HKD0.329236 per H share (pre-tax).

The Bank's register of members of H shares will be closed from Saturday, 8 July 2023 to Friday, 14 July 2023 (both days inclusive). In order to be entitled to the dividend for the year 2022, 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, 7 July 2023. The last trading day of H shares of the Bank before the ex-dividend date will be Wednesday, 5 July 2023, and the dividends in respect of the H shares will be excluded from Thursday, 6 July 2023.

The Bank has appointed ICBC (Asia) Trustee Company Limited as the receiving agent (the "**Receiving Agent**") to receive the dividend for the year 2022 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 2022 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, 18 August 2023 (that is the dividend payment date for H shares for the year 2022) 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 2022 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 2022 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 2022.

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, Mr. Liu Sijia and Mr. Cong Qunji of King & Wood Mallesons witnessed the AGM and issued a legal opinion certifying that the convening and procedures of the AGM conformed to laws and regulations such as the Company Law and the Rules for the General Assemblies of Shareholders of Listed Companies; 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
29 June 2023

As at the date of this announcement, the Board of Directors comprises Mr. CHEN Siqing, Mr. LIAO Lin 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, Mr. Fred Zulu HU and Mr. Norman CHAN Tak Lam as independent non-executive directors.