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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

## **ANNOUNCEMENT OF THE RESOLUTIONS OF THE BOARD OF DIRECTORS**

A meeting of the Board of Directors of Industrial and Commercial Bank of China Limited (the “**Bank**” or “**ICBC**”) was convened by written notice on 12 March 2026 and held at the Bank’s head office at 55 Fuxingmennei Avenue, Xicheng District, Beijing on 27 March 2026. There were 13 directors eligible for attending the meeting, of whom 12 directors attended the meeting in person, and 1 director attended the meeting by proxy, namely Mr. Liu Jun, Vice Chairman of the Board of Directors, appointed Mr. Liao Lin, Chairman of the Board of Directors, in written due to other business arrangements, to attend the meeting and exercise the voting rights on his behalf. Members of the Senior Management were in attendance at the meeting. The meeting was convened in compliance with the provisions of the laws, regulations, and requirements under the Articles of Association of Industrial and Commercial Bank of China Limited (the “**Articles**”) and the Rules of Procedures for the Board of Directors of Industrial and Commercial Bank of China Limited (the “**Rules of Procedures for the Board of Directors**”).

Mr. Liao Lin, Chairman of the Board of Directors, presided over the meeting. The directors attending the meeting considered and approved the following:

### **1. Proposal on the Changes to the Members of Some of the Special Committees of the Board of Directors**

In accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the relevant laws and regulations and the relevant requirements under the Articles and the Rules of Procedures for the Board of Directors, in order to ensure the compliant and efficient operation of the Board of Directors and its special committees, the Board of Directors decided to make the following changes to the members of some of the special committees of the Board of Directors. Voting results are as follows:

Name	Position	Valid votes	For	Abstained	Against	Remarks
Dong Yang	Serve as Member of the Audit Committee	12	12	0	0	Mr. Dong Yang did not participate in the voting
	Serve as Vice Chairman of the Audit Committee	12	12	0	0	
Zhong Mantao	Serve as Member of the Nomination Committee	12	12	0	0	Ms. Zhong Mantao did not participate in the voting

The abovementioned appointments of Mr. Dong Yang and Ms. Zhong Mantao shall take effect after the approval by the Board of Directors.

## 2. Proposal on the Appointment of Mr. Liu Jun to Concurrently Serve as Chief Compliance Officer of ICBC

Voting result of this proposal: 12 valid votes, 12 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

Mr. Liu Jun has not participated in the voting as he had interests in the proposal.

According to the Company Law, the relevant laws and regulations and the relevant requirements under the Articles and the Working Regulations for the Nomination Committee of the Board of Directors of Industrial and Commercial Bank of China Limited, after consideration and approval by the Nomination Committee of the Board of Directors, the Board of Directors resolved to appoint Mr. Liu Jun to concurrently serve as Chief Compliance Officer of the Bank. The abovementioned appointment of Mr. Liu Jun shall take effect after the approval by the Board of Directors. The biography of Mr. Liu Jun is set out in the Appendix.

The views of the independent non-executive directors of the Bank on this proposal: Having reviewed relevant information, we consider that the appointment of Mr. Liu Jun concurrently as Chief Compliance Officer by the Board of Directors is in compliance with the Company Law and other laws and regulations as well as the relevant provisions of the Articles. We agree to this proposal.

## 3. Proposal on the 2025 Audited Accounts

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

This proposal shall be submitted to the Shareholders' Meeting of the Bank for consideration.

#### **4. Proposal on the 2025 Profit Distribution Plan**

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

The views of independent non-executive directors of the Bank on this proposal: The 2025 Profit Distribution Plan is in compliance with the relevant laws and regulations as well as the Articles, and is conducive to strengthening the Bank's sustainable development. We agree to this proposal.

This proposal shall be submitted to the Shareholders' Meeting of the Bank for consideration.

Details are available in the Announcement on 2025 Profit Distribution Plan of ICBC published on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

#### **5. Proposal on the 2025 Work Report of the Board of Directors of ICBC**

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

This proposal shall be submitted to the Shareholders' Meeting of the Bank for consideration.

#### **6. Proposal on the 2025 Annual Report and its Abstract**

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

This proposal has been considered and approved by the Audit Committee of the Board of Directors, and has been agreed by all the members to submit to the Board of Directors for consideration.

Details are available on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

#### **7. Proposal on the 2025 Pillar 3 Disclosure Report of Capital Management**

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

This proposal has been considered and approved by the Audit Committee of the Board of Directors, and has been agreed by all the members to submit to the Board of Directors for consideration.

Details are available on the “HKEXnews” website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

#### **8. Proposal on the 2025 Internal Control Assessment Report of ICBC**

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

This proposal has been considered and approved by the Audit Committee of the Board of Directors, and has been agreed by all the members to submit to the Board of Directors for consideration.

Details are available on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

#### **9. Proposal on the 2025 Sustainability Report of ICBC and its Abstract**

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

Details are available on the “HKEXnews” website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

#### **10. Proposal on the Engagement of the External Auditors for 2026**

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

This proposal has been considered and approved by the Audit Committee of the Board of Directors, and has been agreed by all the members to submit to the Board of Directors for consideration.

The views of independent non-executive directors of the Bank on this proposal: Ernst & Young Hua Ming LLP (“**Ernst & Young Hua Ming**”) and Ernst & Young (“**Ernst & Young Hong Kong**”) have due practice qualifications, professional competence, capability to protect investors, independence and good integrity. The deliberation procedure for the reappointment is in conformity with the relevant laws and regulations as well as the Articles. We agree to reappoint Ernst & Young Hua Ming as the domestic external auditor of the Bank for 2026 and reappoint Ernst & Young Hong Kong as the international external auditor of the Bank for 2026, and agree to submit the Proposal on the Engagement of the External Auditors for 2026 to the Shareholders’ Meeting of the Bank for consideration.

This proposal shall be submitted to the Shareholders' Meeting of the Bank for consideration.

Details are available in the Announcement on the Reappointment of External Auditors of ICBC on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

**11. Proposal on the 2025 Capital Adequacy Ratio Management and Internal Capital Adequacy Assessment Report**

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

**12. Proposal on the 2025 Risk Appetite Assessment, Risk Management Report and Consolidated Management of the Group**

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

**13. Proposal on the Liquidity Risk Management Strategy of ICBC for 2026**

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

**14. Proposal on the 2025 Management Report of Interest Rate Risk in the Banking Book of the Group and Management Strategy for 2026**

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

**15. Proposal on Convening the First Extraordinary Shareholders' Meeting of 2026**

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

The first extraordinary shareholders' meeting of 2026 of the Bank is proposed to be held on 23 April 2026. Details are available in the notice of the first extraordinary shareholders' meeting of 2026 to be separately disclosed by the Bank.

The register of members will be closed from Monday, 20 April 2026 to Thursday, 23 April 2026 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Bank maintained in Hong Kong at the close of business on Friday, 17 April 2026 are entitled to attend the Extraordinary Shareholders' Meeting.

Holders of H Shares who wish to attend the Extraordinary Shareholders' Meeting but 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 Friday, 17 April 2026.

Appendix: Biography of Mr. Liu Jun

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

Beijing, PRC  
27 March 2026

*As at the date of this announcement, the Board of Directors comprises Mr. LIAO Lin, Mr. LIU Jun, Mr. DUAN Hongtao and Mr. WANG Jingwu as executive directors, Ms. CAO Liqun, Mr. DONG Yang and Ms. ZHONG Mantao as non-executive directors, Mr. Norman CHAN Tak Lam, Mr. Herbert WALTER, Mr. Murray HORN, Mr. CHEN Guanting, Mr. LI Weiping and Mr. LEE Kam Hung Lawrence as independent non-executive directors.*

Appendix:

### **Biography of Mr. Liu Jun**

Liu Jun, male, Chinese nationality, born in 1972.

Mr. Liu has served as Vice Chairman and Executive Director of the Bank since June 2024, President of the Bank since May 2024, and concurrently Chief Compliance Officer of the Bank since March 2026. He previously served as Vice Chairman, Executive Director and President of the Bank of Communications Co., Ltd. He served as Executive Vice President and Chief Risk Officer of China Investment Corporation. He served as Deputy General Manager of China Everbright Group Ltd., Executive Director and Deputy General Manager of China Everbright Group Limited and Senior Executive Vice President of China Everbright Bank.

Mr. Liu Jun obtained a Doctoral degree in Business Administration. Mr. Liu Jun is a senior economist.