**Stock Code: 601166 Stock Abbreviation: Industrial Bank Announcement Code: TEMP 2016-46**

**Code of Preferred Stock: 360005, 360012**

**Abbreviation of Preferred Stock: Industrial Preferred 1, Industrial Preferred 2**

Industrial Bank Co., Ltd.

Suggestive Announcement for the Resolution of the Second Extraordinary General Meeting of 2016

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| --- |
| The Company and all members of Board of Supervisors guarantee the truthfulness, accuracy and integrity of the announcement and will be jointly and severally be responsible for false account, misleading statement or material omissions of the announcement. |

# Note for Relevant Information of General Meeting

## Type and No. of General Meeting:

The Second Extraordinary General Meeting of 2016

## Date of General Meeting: 12/19/2016

## Date of Record of General Meeting:

|  |  |  |  |
| --- | --- | --- | --- |
| **Type of Shares** | **Code of Shares** | **Abbreviation of Shares** | **Date of Record** |
| A Shares | 601166 | Industrial Bank | 11/7/2016 |

## Materials of this General Meeting have been carried on the website of Shanghai Stock Exchange on November 1.

## Statement for Postponement of the General Meeting:

The Company published *Notice on Convening the Second Extraordinary General Meeting of 2016* on 10/29/2016. The General Meeting was scheduled to be convened on November 14. As Proposal 4 involves some related transaction business demand which still needs to be further summarized and ratified internally, the Company published *Notice on Postponement of the Second Extraordinary General Meeting of 2016* on November 9, which postponed the General Meeting to December 19.During the period of postponement, the Company conducted an all-round ratification of specific business demand involved in this related transaction, and confirmed there’s no need to change related proposals.

# Note for Voting of General Meeting

## If shareholders of the Company exercise voting rights through the on-line voting system for general meeting of Shanghai Stock Exchange, they can log in the voting platform of the trading system (via the trading terminal of a securities company designated for trading) for voting, and they may as well log in the Internet voting platform (website: vote.sseinfo.com) for voting. If an investor logs in the Internet voting platform for voting for the first time, the investor needs to go through shareholder identity certification. Please see instructions of the Internet voting platform for specific operations.

## If a shareholder exercises the voting right through the on-line voting system for general meeting of Shanghai Stock Exchange, he/she may use any shareholder account of shares of the Company to participate in the on-line voting to the extent that he/she has several shareholder accounts. After the voting, it will be considered that the same type of common shares or the same series of preferred stock under all his/her shareholder accounts have respectively casted the votes of the same opinion.

## If a voting right is exercised repeatedly through site voting, on-line voting platform of Shanghai Stock Exchange or other methods, the first voting result will prevail.

## Shareholders may only submit after all proposals are voted.

# Relevant Information of the General Meeting

## Convener of General Meeting: Board of Directors

## Voting Method: voting method adopted by this general meeting is a combination of site voting and on-line voting

## Date, Time and Venue of On-site General Meeting

Date and Time of the Meeting: 12/19/2016, 14:30

Venue of the Meeting: Meeting Room, Floor 3, Head Office of Industrial Bank, Building A, Zhongshan Building, No.154, Hudong Road, Fuzhou

## System, Start & Finish Date and Voting Time of On-line Voting.

On-line voting system: On-line voting system for general meeting of Shanghai Stock Exchange

Start & Finish Date of On-line Voting: from12/19/2016

To 12/19/2016

On-line voting system of Shanghai Stock Exchange is adopted, and time of voting via voting platform of the trading system is trading time ranges of the same day when general meeting is convened, i.e. 9:15 - 9:25, 9:30 - 11:30, and 13:00 - 15:00; time of voting via Internet voting platform is 9:15 - 15:00 of the same day when general meeting is convened.

## Proposal of the General Meeting and Type of Voting Shareholders

|  |  |  |
| --- | --- | --- |
| No. | Name of Proposal | Type of Voting Shareholders |
| Shareholders of A Shares |
| Non - Cumulative Voting Proposals | | |
| 1.00 | Proposal on Electing Members of the 9th Board of Directors | √ |
| 1.01 | Elect Mr. Gao Jianping as Member of the 9th Board of Directors | √ |
| 1.02 | Elect Mr. Chen Yichao as Member of the 9th Board of Directors | √ |
| 1.03 | Elect Mr. Fu Anping as Member of the 9th Board of Directors | √ |
| 1.04 | Elect Mr. Han Jingwen as Member of the 9th Board of Directors | √ |
| 1.05 | Elect Mr. Xi Xinghua as Member of the 9th Board of Directors | √ |
| 1.06 | Elect Mr. Tao Yiping as Member of the 9th Board of Directors | √ |
| 1.07 | Elect Mr. Chen Jinguang as Member of the 9th Board of Directors | √ |
| 1.08 | Elect Mr. Xue Hefeng as Member of the 9th Board of Directors | √ |
| 1.09 | Elect Mr. Chen Xinjian as Member of the 9th Board of Directors | √ |
| 1.10 | Elect Mr. Paul M. Theil as Independent Director of the 9th Board of Directors | √ |
| 1.11 | Elect Mr. Zhu Qing as Independent Director of the 9th Board of Directors | √ |
| 1.12 | Elect Mr. Liu Shiping as Independent Director of the 9th Board of Directors | √ |
| 1.13 | Elect Mr. Su Xijia as Independent Director of the 9th Board of Directors | √ |
| 1.14 | Elect Mr. Lin Hua as Independent Director of the 9th Board of Directors | √ |
| 2.00 | Proposal on Electing Stock Supervisors and External Supervisors of the 7th Board of Supervisors | √ |
| 2.01 | Elect Ms. Xu Chiyun as Member of the 7th Board of Supervisors | √ |
| 2.02 | Elect Mr. He Xudong as Member of the 7th Board of Supervisors | √ |
| 2.03 | Elect Mr. Peng Jinguang as Member of the 7th Board of Supervisors | √ |
| 2.04 | Elect Mr. Li Ruoshan as External Supervisor of the 7th Board of Supervisors | √ |
| 2.05 | Elect Mr. Ben Shenglin as External Supervisor of the 7th Board of Supervisors | √ |
| 2.06 | Elect Mr. Xia Dawei as External Supervisor of the 7th Board of Supervisors | √ |
| 3 | Proposal on Amendment to Administrative Measures for Related Transaction | √ |
| 4 | Proposal on Offer of Related Transaction Quota to The People’s Insurance Company (Group) of China Limited | √ |

1. Time of Disclosure and Disclosing Media of All Proposals

The foregoing proposals were respectively reviewed and passed by the 22th meeting of the 8th Board of Directors and the 19th meeting of the 6th Board of Supervisors convened on the 27th day of October in 2016, and please see the website of Shanghai Stock Exchange (www.sse.com.cn) and China Securities Journal, Shanghai Securities News, Securities Times and Securities Daily for announcements of resolutions of such meetings.

1. Special resolution proposal: Nil
2. Proposals for which votes of small and medium-scale investors are separately counted: 1, 2, 3, 4
3. Proposals for which related shareholders avoid the voting: 4

Name of related shareholders who shall avoid the voting: The People’s Insurance Company (Group) of China Limited, PICC Property and Casualty Company Limited and PICC Life Insurance Company Limited

1. Proposals for which holders of preferred stock participate in the voting: Nil

# Attending Target

## If shareholders of the Company are registered in Shanghai Branch of China Securities Depository and Clearing Company Limited after the closing on the date of record, they are entitled to attend general meeting (see the following table for details), and may authorize proxies in writing to attend meetings and participate in the voting. Such proxies may not be shareholders of the Company.

|  |  |  |  |
| --- | --- | --- | --- |
| **Type of Shares** | **Code of Shares** | **Abbreviation of Shares** | **Date of Record** |
| A Shares | 601166 | Industrial Bank | 11/7/2016 |

## Directors, Supervisors and Senior Management of the Company.

## Lawyers hired by the Company.

## Other Personnel.

# Method of Registration

1) Method of Registration: institutional shareholders attending the general meeting shall present copies of business licenses or other business certificates (official seal shall be affixed), securities account cards, letters of authorization and ID cards (or other effective identity certifications) of attendees; individual shareholders shall present their ID cards and securities account cards; authorized proxies of individual shareholders shall present letters of authorization of trustors, ID cards (or other effective identity certifications) of trustors and proxies and securities account cards of trustors for registration; shareholders in other places may go through registration by letter or fax. Letter of Authorization is attached below.

2) Place of Registration: Floor 10, Building A, Zhongshan Building, No.154, Hudong Road, Fuzhou, Fujian.

3) Contact Information:

Contact Person: Zhang Haiying, Huang Xu

Contact Number: 0591-87825054

Fax Number: 0591-87807916

Contact Address: Office of Board of Directors of Industrial Bank, No.154, Hudong Road, Fuzhou, Fujian

Post Code: 350003

# Other Matters

Expenses of transport and lodging of attendees shall be managed by attendees themselves.

Hereby Announced.

Industrial Bank Co., Ltd. Board of Directors

12/10/2016

Attachment: Letter of Authorization

Attachment:

**Letter of Authorization**

Industrial Bank Co., Ltd.:

This is to authorize Mr. (Ms.) 　　　　　　　　 to attend and exercise the voting right in the Second Extraordinary General Meeting of 2016 of your company on December 19, 2016.

Number of Shares Held by the Trustor:

Number of Shareholder Account of Trustor:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **Name of Non - Cumulative Voting Proposals** | **Assent** | **Dissent** | **Abstain** |
| 1.00 | Proposal on Electing Members of the 9th Board of Directors |  |  |  |
| 1.01 | Elect Mr. Gao Jianping as Member of the 9th Board of Directors |  |  |  |
| 1.02 | Elect Mr. Chen Yichao as Member of the 9th Board of Directors |  |  |  |
| 1.03 | Elect Mr. Fu Anping as Member of the 9th Board of Directors |  |  |  |
| 1.04 | Elect Mr. Han Jingwen as Member of the 9th Board of Directors |  |  |  |
| 1.05 | Elect Mr. Xi Xinghua as Member of the 9th Board of Directors |  |  |  |
| 1.06 | Elect Mr. Tao Yiping as Member of the 9th Board of Directors |  |  |  |
| 1.07 | Elect Mr. Chen Jinguang as Member of the 9th Board of Directors |  |  |  |
| 1.08 | Elect Mr. Xue Hefeng as Member of the 9th Board of Directors |  |  |  |
| 1.09 | Elect Mr. Chen Xinjian as Member of the 9th Board of Directors |  |  |  |
| 1.10 | Elect Mr. Paul M. Theil as Independent Director of the 9th Board of Directors |  |  |  |
| 1.11 | Elect Mr. Zhu Qing as Independent Director of the 9th Board of Directors |  |  |  |
| 1.12 | Elect Mr. Liu Shiping as Independent Director of the 9th Board of Directors |  |  |  |
| 1.13 | Elect Mr. Su Xijia as Independent Director of the 9th Board of Directors |  |  |  |
| 1.14 | Elect Mr. Lin Hua as Independent Director of the 9th Board of Directors |  |  |  |
| 2.00 | Proposal on Electing Stock Supervisors and External Supervisors of the 7th Board of Supervisors |  |  |  |
| 2.01 | Elect Ms. Xu Chiyun as Member of the 7th Board of Supervisors |  |  |  |
| 2.02 | Elect Mr. He Xudong as Member of the 7th Board of Supervisors |  |  |  |
| 2.03 | Elect Mr. Peng Jinguang as Member of the 7th Board of Supervisors |  |  |  |
| 2.04 | Elect Mr. Li Ruoshan as External Supervisor of the 7th Board of Supervisors |  |  |  |
| 2.05 | Elect Mr. Ben Shenglin as External Supervisor of the 7th Board of Supervisors |  |  |  |
| 2.06 | Elect Mr. Xia Dawei as External Supervisor of the 7th Board of Supervisors |  |  |  |
| 3 | Proposal on Amendment to Administrative Measures for Related Transaction |  |  |  |
| 4 | Proposal on Offer of Related Transaction Quota to The People’s Insurance Company (Group) of China Limited |  |  |  |

Signature of Trustor (Seal): Signature of Trustee:

Number of ID Card of Trustor: Number of ID Card of Trustee:

Date of Authorization: MM/DD/YY

Remarks: Trustor shall choose and check one among “Assent”, “Dissent” or “Abstain” in the Letter of Authorization; if a trustor fails to give specific instruction in the Letter of Authorization, the trustee is authorized to vote based on his/her own opinion.