**Stock Code: 601166 Stock Abbreviation: Industrial Bank Announcement Code: 2016-48**

|  |  |
| --- | --- |
| **Code of Preferred Stock: 360005, 360012** | **Abbreviation of Preferred Stock: Industrial Preferred 1, Industrial Preferred 2** |

**Industrial Bank Co., Ltd.**

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

|  |
| --- |
| 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. |

# Prompt of Important Content:

* Whether there was any proposal voted down in the Meeting: None

# Convocation and Attendance of the Meeting

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

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

## Common Shareholders who attended the Meeting and Preferred Shareholders whose Voting Rights were Resumed and Shareholding thereof:

|  |  |
| --- | --- |
| 1. Number of Attending Shareholders and Agents | 219 |
| 2. Total Number (Shares) of Voting Shares Held by Attending Shareholders | 10,049,167,990 |
| 3. Proportion of Number of Voting Shares Held by Attending Shareholders in Total Voting Shares of the Company (%) | 52.7450 |

## Whether the voting formula was in line with Company Law and Articles of Association, Chairing Information of the Meeting, etc.

The Meeting adopted the combination of site and on-line voting and conducted the voting for proposals one by one, of which the voting formula conformed to Company Law, Articles of Association and relevant national laws and regulations. The Meeting was presided by Chairman Gao Jianping of the Company.

## Attendance of Directors, Supervisors and Board Secretary of the Company

1. There were 11 incumbent directors of the Company, among which 10 directors attended the Meeting, and Directors Gao Jianping, Chen Yichao, Tao Yiping Chen Jinguang, Xue Hefeng, Chen Xinjian, Paul M. Theil, Zhu Qing, Liu Shiping and Lin Hua showed up in the Meeting in person and other directors were unable to be present due to official businesses.
2. There were 9 incumbent directors of the Company, among which 9 directors attended the Meeting. Supervisors Jiang Yunming, Xu Chiyun, He Xudong, Peng Jinguang, Li Jian, Lai Furong, Li Ruoshan, Ben Shenglin and Xia Dawei showed up in the Meeting in person.
3. Senior management of the Company (Governor Tao Yiping, Deputy Governor Chen Jinguang, Deputy Governor Xue Hefeng, Deputy Governor Li Weimin and Deputy Governor & Board Secretary Chen Xinjian and Deputy Governor Sun Xiongpeng) attended the Meeting.

# Status of Review and Approval of Proposals

## Non - Cumulative Voting Proposals

### Proposal on Electing Members of the 9th Board of Directors

### 1.01 Name of Proposal： Elect Mr. Gao Jianping as Member of the 9th Board of Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,047,408,190 | 99.982488 | 1,639,800 | 0.016318 | 120,000 | 0.001194 |

### 1.02 Name of Proposal： Elect Mr. Chen Yichao as Member of the 9th Board of Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,038,480,706 | 99.893650 | 10,567,284 | 0.105156 | 120,000 | 0.001194 |

### 1.03 Name of Proposal： Elect Mr. Fu Anping as Member of the 9th Board of Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,038,480,706 | 99.893650 | 10,567,284 | 0.105156 | 120,000 | 0.001194 |

### 1.04 Name of Proposal: Elect Mr. Han Jingwen as Member of the 9th Board of Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,038,480,706 | 99.893650 | 10,567,284 | 0.105156 | 120,000 | 0.001194 |

### 1.05 Name of Proposal: Elect Mr. Xi Xinghua as Member of the 9th Board of Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,038,480,706 | 99.893650 | 10,567,284 | 0.105156 | 120,000 | 0.001194 |

### 1.06 Name of Proposal: Elect Mr. Tao Yiping as Member of the 9th Board of Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,038,466,406 | 99.893508 | 10,572,684 | 0.105209 | 128,900 | 0.001283 |

### 1.07 Name of Proposal： Elect Mr. Chen Jinguang as Member of the 9th Board of Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,038,471,806 | 99.893561 | 10,567,284 | 0.105156 | 128,900 | 0.001283 |

### 1.08 Name of Proposal： Elect Mr. Xue Hefeng as Member of the 9th Board of Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,038,471,806 | 99.893561 | 10,567,284 | 0.105156 | 128,900 | 0.001283 |

### 1.09 Name of Proposal： Elect Mr. Chen Xinjian as Member of the 9th Board of Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,038,471,806 | 99.893561 | 10,567,284 | 0.105156 | 128,900 | 0.001283 |

### 1.10 Name of Proposal: Elect Mr. Paul M. Theil as Independent Director of the 9th Board of Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,047,413,590 | 99.982542 | 1,634,400 | 0.016264 | 120,000 | 0.001194 |

### 1.11 Name of Proposal： Elect Mr. Zhu Qing as Independent Director of the 9th Board of Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,047,404,690 | 99.982453 | 1,634,400 | 0.016264 | 128,900 | 0.001283 |

### 1.12 Name of Proposal： Elect Mr. Liu Shiping as Independent Director of the 9th Board of Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,047,404,690 | 99.982453 | 1,634,400 | 0.016264 | 128,900 | 0.001283 |

### 1.13 Name of Proposal： Elect Mr. Su Xijia as Independent Director of the 9th Board of Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,047,404,690 | 99.982453 | 1,634,400 | 0.016264 | 128,900 | 0.001283 |

### 1.14 Name of Proposal： Elect Mr. Lin Hua as Independent Director of the 9th Board of Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,047,404,690 | 99.982453 | 1,634,400 | 0.016264 | 128,900 | 0.001283 |

### Proposal on Electing Stock Supervisors and External Supervisors of the 7th Board of Supervisors

### 2.01 Name of Proposal: Elect Xu Chiyun as Member of the 7th Board of Supervisors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,047,204,690 | 99.980463 | 1,602,800 | 0.015950 | 360,500 | 0.003587 |

### 2.02 Name of Proposal: Elect Mr. He Xudong as Member of the 7th Board of Supervisors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,047,204,690 | 99.980463 | 1,602,800 | 0.015950 | 360,500 | 0.003587 |

### 2.03 Name of Proposal: Elect Mr. Peng Jinguang as Member of the 7th Board of Supervisors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,047,204,690 | 99.980463 | 1,602,800 | 0.015950 | 360,500 | 0.003587 |

### 2.04 Name of Proposal: Elect Mr. Li Ruoshan as External Supervisor of the 7th Board of Supervisors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,047,204,690 | 99.980463 | 1,602,800 | 0.015950 | 360,500 | 0.003587 |

### 2.05 Name of Proposal: Elect Mr. Ben Shenglin as External Supervisor of the 7th Board of Supervisors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,047,204,690 | 99.980463 | 1,602,800 | 0.015950 | 360,500 | 0.003587 |

### 2.06 Name of Proposal: Elect Mr. Xia Dawei as External Supervisor of the 7th Board of Supervisors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,047,204,690 | 99.980463 | 1,602,800 | 0.015950 | 360,500 | 0.003587 |

### Name of Proposal: Proposal on Amendment to Administrative Measures for Related Transaction

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,024,730,498 | 99.756821 | 1,785,000 | 0.017762 | 22,652,492 | 0.225417 |

### Name of Proposal: Proposal on Offer of Related Transaction Quota to The People’s Insurance Company (Group) of China Limited

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 7,345,704,809 | 99.668480 | 1,789,900 | 0.024286 | 22,643,592 | 0.307234 |

## Major Items Involved, & Voting Results of less than 5% Shareholders

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| ProposalNo. | Name of Proposal | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| 1.01 | Elect Mr. Gao Jianping as Member of the 9th Board of Directors | 2,841,668,695 | 99.938110 | 1,639,800 | 0.057670 | 120,000 | 0.004220 |
| 1.02 | Elect Mr. Chen Yichao as Member of the 9th Board of Directors | 2,832,741,211 | 99.624141 | 10,567,284 | 0.371639 | 120,000 | 0.004220 |
| 1.03 | Elect Mr. Fu Anping as Member of the 9th Board of Directors | 2,832,741,211 | 99.624141 | 10,567,284 | 0.371639 | 120,000 | 0.004220 |
| 1.04 | Elect Mr. Han Jingwen as Member of the 9th Board of Directors | 2,832,741,211 | 99.624141 | 10,567,284 | 0.371639 | 120,000 | 0.004220 |
| 1.05 | Elect Mr. Xi Xinghua as Member of the 9th Board of Directors | 2,832,741,211 | 99.624141 | 10,567,284 | 0.371639 | 120,000 | 0.004220 |
| 1.06 | Elect Mr. Tao Yiping as Member of the 9th Board of Directors | 2,832,726,911 | 99.623638 | 10,572,684 | 0.371829 | 128,900 | 0.004533 |
| 1.07 | Elect Mr. Chen Jinguang as Member of the 9th Board of Directors | 2,832,732,311 | 99.623828 | 10,567,284 | 0.371639 | 128,900 | 0.004533 |
| 1.08 | Elect Mr. Xue Hefeng as Member of the 9th Board of Directors | 2,832,732,311 | 99.623828 | 10,567,284 | 0.371639 | 128,900 | 0.004533 |
| 1.09 | Elect Mr. Chen Xinjian as Member of the 9th Board of Directors | 2,832,732,311 | 99.623828 | 10,567,284 | 0.371639 | 128,900 | 0.004533 |
| 1.10 | Elect Mr. Paul M. Theil as Independent Director of the 9th Board of Directors | 2,841,674,095 | 99.938300 | 1,634,400 | 0.057480 | 120,000 | 0.004220 |
| 1.11 | Elect Mr. Zhu Qing as Independent Director of the 9th Board of Directors | 2,841,665,195 | 99.937987 | 1,634,400 | 0.057480 | 128,900 | 0.004533 |
| 1.12 | Elect Mr. Liu Shiping as Independent Director of the 9th Board of Directors | 2,841,665,195 | 99.937987 | 1,634,400 | 0.057480 | 128,900 | 0.004533 |
| 1.13 | Elect Mr. Su Xijia as Independent Director of the 9th Board of Directors | 2,841,665,195 | 99.937987 | 1,634,400 | 0.057480 | 128,900 | 0.004533 |
| 1.14 | Elect Mr. Lin Hua as Independent Director of the 9th Board of Directors | 2,841,665,195 | 99.937987 | 1,634,400 | 0.057480 | 128,900 | 0.004533 |
| 2.01 | Elect Xu Chiyun as Member of the 7th Board of Supervisors | 2,841,465,195 | 99.930953 | 1,602,800 | 0.056369 | 360,500 | 0.012678 |
| 2.02 | Elect Mr. He Xudong as Member of the 7th Board of Supervisors | 2,841,465,195 | 99.930953 | 1,602,800 | 0.056369 | 360,500 | 0.012678 |
| 2.03 | Elect Mr. Peng Jinguang as Member of the 7th Board of Supervisors | 2,841,465,195 | 99.930953 | 1,602,800 | 0.056369 | 360,500 | 0.012678 |
| 2.04 | Elect Mr. Li Ruoshan as External Supervisor of the 7th Board of Supervisors | 2,841,465,195 | 99.930953 | 1,602,800 | 0.056369 | 360,500 | 0.012678 |
| 2.05 | Elect Mr. Ben Shenglin as External Supervisor of the 7th Board of Supervisors | 2,841,465,195 | 99.930953 | 1,602,800 | 0.056369 | 360,500 | 0.012678 |
| 2.06 | Elect Mr. Xia Dawei as External Supervisor of the 7th Board of Supervisors | 2,841,465,195 | 99.930953 | 1,602,800 | 0.056369 | 360,500 | 0.012678 |
| 3 | Proposal on Amendment to Administrative Measures for Related Transactions | 2,818,991,003 | 99.140562 | 1,785,000 | 0.062776 | 22,652,492 | 0.796662 |
| 4 | Proposal on Offer of Related Transaction Quota to The People’s Insurance Company (Group) of China Limited | 2,818,995,003 | 99.140703 | 1,789,900 | 0.062949 | 22,643,592 | 0.796348 |

## Notes for Proposal Voting

Related shareholders who shall avoid the voting of Proposal 4: The People’s Insurance Company (Group) of China Limited, PICC Property and Casualty Company Limited and PICC Life Insurance Company Limited.

# Lawyers’ Witness

## Law Firm which witnessed the general meeting: Grandall (Shanghai) Law Firm

Lawyer: Sun Li Xu Tao

## Witness Conclusion of Lawyers:

Convocation procedures of the general meeting were subject to laws, regulations and Articles of Association; qualifications of personnel attending the general meeting were legal and effective; voting procedures of the general meeting were in consistency with relevant laws, regulations and Articles of Association, and voting results were legal and effective.

# Contents of Reference Documents

## Resolution of general meeting signed and confirmed by attending directors and recorders and affixed with the seal of Board of Directors;

## Verified Legal Opinion signed by the director of the law firm and affixed with the official seal.

Industrial Bank Co., Ltd.

12/20/2016