**Stock** **Code: 601166 Stock Abbreviation: Industrial Bank Announcement Code: 2017-12**

**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 Annual General Meeting of 2016**

|  |
| --- |
| The board of Directors of the Company and all directors guarantee there’s no false account, misleading statement or material omissions of the announcement, and will be jointly and severally be responsible for the truthfulness, accuracy and integrity 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: 5/26/2017

## 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 | 194 |
| 2. Total Number (Shares) of Voting Shares Held by Attending Shareholders | 10,682,464,446 |
| 3. Proportion of Number of Voting Shares Held by Attending Shareholders in Total Voting Shares of the Company (%) | 51.4218 |

## 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.

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

1. There were 14 incumbent directors of the Company, among which 5 directors attended the Meeting, and Directors Gao Jianping, Chen Yichao, Tao Yiping, Xue Hefeng and Chen Xinjian showed up in the Meeting in person and other directors were unable to be present due to official businesses or other arrangements.
2. There were 9 incumbent supervisors of the Company, among which 4 supervisors attended the Meeting, and Supervisors Xu Chiyun, Peng Jinguang, Li Jian and Lai Furong showed up in the Meeting in person and other supervisors were unable to be present due to official businesses or other arrangements.
3. Senior management of the Company (Governor Tao Yiping, Deputy Governor Xue Hefeng, Deputy Governor Li Weimin and Deputy Governor & Board Secretary Chen Xinjian) attended the Meeting.

# Status of Review and Approval of Proposals

## Non - Cumulative Voting Proposals

### Name of Proposal: 2016 Work Report of Board of Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,676,609,863 | 99.9451 | 5,769,883 | 0.0540 | 84,700 | 0.0009 |

### Name of Proposal: 2016 Work Report of Board of Supervisors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,676,434,863 | 99.9435 | 5,979,283 | 0.0559 | 50,300 | 0.0006 |

### Name of Proposal: 2016 Duty Performance Evaluation Report for Directors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,676,457,663 | 99.9437 | 5,936,583 | 0.0555 | 70,200 | 0.0008 |

### Name of Proposal: 2016 Duty Performance Evaluation Report for Supervisors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,676,344,063 | 99.9427 | 6,070,083 | 0.0568 | 50,300 | 0.0005 |

### Name of Proposal: 2016 Duty Performance Evaluation Report for Directors and Senior Management of Board of Supervisors

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,676,506,463 | 99.9442 | 5,881,783 | 0.0550 | 76,200 | 0.0008 |

### Name of Proposal: 2016 Annual Report and Abstract

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,678,694,763 | 99.9647 | 3,591,683 | 0.0336 | 178,000 | 0.0017 |

### Name of Proposal: 2016 Financial Final Account Settlement Report and 2017 Financial Budget Proposal

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,676,533,763 | 99.9444 | 5,810,983 | 0.0543 | 119,700 | 0.0013 |

### Name of Proposal: 2016 Profit Distribution Proposal

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,675,996,637 | 99.9394 | 6,432,809 | 0.0602 | 35,000 | 0.0004 |

### Name of Proposal: Proposal on Engaging An Accounting Firm for 2017

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,678,209,513 | 99.9601 | 3,619,783 | 0.0338 | 635,150 | 0.0061 |

### Name of Proposal: Proposal for Issuing Financial Bonds

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,678,640,063 | 99.9641 | 3,031,340 | 0.0283 | 793,043 | 0.0076 |

### Name of Proposal: Proposal on Electing Teng Jiao as A 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 | 10,675,032,579 | 99.9304 | 7,290,967 | 0.0682 | 140,900 | 0.0014 |

### Name of Proposal: Proposal on Changing the Registered Capital

Review Result: Passed

Voting Result:

|  |  |  |  |
| --- | --- | --- | --- |
| Type of Shareholders | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| A shares | 10,676,660,963 | 99.9456 | 5,680,783 | 0.0531 | 122,700 | 0.0013 |

## Voting for cash dividend segment

|  |  |  |  |
| --- | --- | --- | --- |
|  | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| Common shareholders holding 5% or more shares | 5,912,450,009 | 100.0000 | 0 | 0.0000 | 0 | 0.0000 |
| Common shareholders holding 1%-5% shares | 4,017,323,388 | 100.0000 | 0 | 0.0000 | 0 | 0.0000 |
| Common shareholders holding 1% or less shares | 746,223,240 | 99.1407 | 6,432,809 | 0.8546 | 35,000 | 0.0047 |
| Wherein: common shareholders with a market value less than 500,000 | 15,088,972 | 95.9709 | 598,466 | 3.8065 | 35,000 | 0.2226 |
| Common shareholders with a market value more than 500,000 | 731,134,268 | 99.2083 | 5,834,343 | 0.7917 | 0 | 0.0000 |

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

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| ProposalNo. | Name of Proposal | Assent | Dissent | Abstain |
| Votes | Proportion (%) | Votes | Proportion (%) | Votes | Proportion (%) |
| 8 | 2016 Profit Distribution Proposal | 4,763,546,628 | 99.8644 | 6,432,809 | 0.1349 | 35,000 | 0.0007 |
| 9 | Proposal on Engaging An Accounting Firm for 2017 | 4,765,759,504 | 99.9108 | 3,619,783 | 0.0759 | 635,150 | 0.0133 |
| 10 | Proposal for issuing financial bonds | 4,766,190,054 | 99.9198 | 3,031,340 | 0.0636 | 793,043 | 0.0166 |
| 11 | Proposal on Electing Teng Jiao as A Member of the 9th Board of Directors | 4,762,582,570 | 99.8442 | 7,290,967 | 0.1528 | 140,900 | 0.0030 |
| 12 | Proposal on Changing the Registered Capital | 4,764,210,954 | 99.8783 | 5,680,783 | 0.1191 | 122,700 | 0.0026 |

## Notes for Proposal Voting

Proposals 10 & 12 are extraordinary resolution proposals which were approved by two thirds of total effective voting shares held by attending shareholders and shareholder representatives and passed by the voting.

# Lawyers' Witness

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

Lawyers: Sun Li, Qiao Yingqiang

## 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.

 5/27/2017