**Code of A Shares: 601166 Abbreviation of A Shares: Industrial Bank Code: TEMP 2018-07**

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

Industrial Bank Co., Ltd.

Announcement on Resolution of the 8th Meeting of the 9th Board of Directors

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.

Notice on the 8th Meeting of the 9th Board of Directors of Industrial Bank Co., Ltd. was sent on April 12, 2018 and the meeting was held in Fuzhou on March 24. For the Meeting, 15 directors were supposed to attend the meeting, and actually 15 directors attended the meeting; among them, Director Fu Anping attended the meeting through telephone connection, which was in consistency with relevant provisions in Company Law of the People's Republic of China and Articles of Association of the company. 5 supervisors of Board of Supervisors attended the meeting.

The meeting was presided by Chairman Gao Jianping and reviewed and passed the following proposals and formed resolutions:

I. 2017 Work Report of Board of Directors

Voting results: Assent 15, Dissent 0, Abstain 0.

II. 2017 Work Report of President

Voting results: Assent 15, Dissent 0, Abstain 0.

III. 2017 Duty Performance Evaluation Report for Director

Voting results: Assent 15, Dissent 0, Abstain 0.

IV. 2017 Work Report of Strategy Committee of Board of Directors

Voting results: Assent 15, Dissent 0, Abstain 0.

V. 2017 Work Report of Risk Management Committee of Board of Directors

Voting results: Assent 15, Dissent 0, Abstain 0.

VI. 2017 Work Report of Audit & Related Transaction Control Committee of Board of Directors; see the website of Shanghai Stock Exchange for full text of the report.

Voting results: Assent 15, Dissent 0, Abstain 0.

VII. 2017 Work Report of Nominating Committee of Board of Directors

Voting results: Assent 15, Dissent 0, Abstain 0.

VIII. 2017 Work Report of Remuneration Evaluation Committee of Board of Directors

Voting results: Assent 15, Dissent 0, Abstain 0.

IX. 2017 Evaluation Report on Corporate Governance;

Voting Results: Assent 15, Dissent 0, Abstain 0.

X. 2017 Annual Report and Abstract; see the website of Shanghai Stock Exchange for full text of the report.

Voting Results: Assent 15, Dissent 0, Abstain 0.

XI. Proposal on Engaging An Accounting Firm for 2018; Board of Directors agreed to engage Deloitte & Touche (special general partnership) to offer the Bank such services as audit of 2018 Annual Report, review of 2018 Semiannual Report and internal control audit. Fee for auditing (including transport cost, expenses for boarding and lodging, stationery cost, communication fee, printing cost and related taxes and the like) totals RMB 10.23 million.

Voting Results: Assent 15, Dissent 0, Abstain 0.

XII. Special Report of Depositary and Actual Utilization of Raised Fund for 2017; see the website of Shanghai Stock Exchange for full text of the report.

Voting Results: Assent 15, Dissent 0, Abstain 0.

XIII. 2017 Financial Final Account Settlement Report and 2018 Financial Budget Proposal;

Voting Results: Assent 15, Dissent 0, Abstain 0.

XIV. 2017 Capital Management Status and 2018 Capital Management Plan

Voting Results: Assent 15, Dissent 0, Abstain 0.

XV. 2017 Profit Distribution Proposal: based on Company Law and the Articles of Association of our company and the Medium-term Shareholder Return Plan (2016-2018), RMB 861 million will be withdrawn for legal surplus; RMB 143 million general reserve will be withdrawn; payable dividend of preferred stock amounts to RMB 1.482 billion; based on total capital stock of 20,774,190,751 shares, RMB 6.5 cash dividend (before tax) will be distributed for each 10 shares, with the total cash dividends distributed amounting to RMB 13.503 billion.

Under the period of transformation and upgrading and considering the regulatory department’s requirements on capital adequacy ratio, shareholders’ investment returns and sustainable development, the company’s dividend rate in 2017 stay stable with slightly growing, which has been increasing in the past three years. That satisfies regulatory department’s requirements, shareholders’ investment returns and sustainable development demands in the next few years. The undistributed profit reserved will be used for company enhancing capital accumulation to support its long-term sustainable development.

Independent directors expressed their following opinions with regard to the profit distribution proposal: they agreed to 2017 Profit Distribution Proposal approved in the 8th Meeting of the 9th Board of Directors, as well as submitting it to general meeting for review. The above dividend distribution policy meets regulatory department’s requirements on capital adequacy ratio of commercial banks, while fully considering the appeals of various kinds of investors together with company's sustainable development.

Voting Results: Assent 15, Dissent 0, Abstain 0.

XVI. 2018 Q1 Report; see the website of Shanghai Stock Exchange for full text of the report.

Voting Results: Assent 15, Dissent 0, Abstain 0.

XVII. Proposal on Issuing Secondary Capital Debenture; agreed to issue, in one or more batches, RMB 50 billion or less subtraction qualified secondary capital bonds equivalent in domestic and foreign markets by the end of 2020, raise funds to supplement secondary capital, and request the general meeting of shareholders to approve the management team authorized by the board of directors to organize implementation.

Voting Results: Assent 15, Dissent 0, Abstain 0.

XVIII. 2017 Internal Control Evaluation Report; see the website of Shanghai Stock Exchange for full text of the report.

Voting Results: Assent 15, Dissent 0, Abstain 0.

XIX. 2017 Sustainable Development Report; see the website of Shanghai Stock Exchange for full text of the report.

Voting Results: Assent 15, Dissent 0, Abstain 0.

XX. Proposal on offer of related transaction quota to part of related affiliates: see the announcement of related transactions of the Company for transaction details.

(I) Proposal on offer of related transaction quota to the People’s Insurance Company (Group) of China Limited and its affiliates; Director Fu Anping avoided the voting due to his association relationship with the matter.

Voting Results: Assent 14, Dissent 0, Abstain 0.

(II) Proposal on offer of related transaction quota to China National Tobacco Corporation and its affiliates; Director Han Jingwen avoided the voting due to his association relationship with the matter.

Voting Results: Assent 14, Dissent 0, Abstain 0.

(III) Proposal on offer of related transaction quota to Fujian Yango Group Co., Ltd. and its affiliates; Director Lin Tengjiao avoided the voting due to the association relationship with the matter.

Voting Results: Assent 14, Dissent 0, Abstain 0.

(IV) Proposal on offer of related transaction quota to Fujian Investment & Development Group Co., Ltd. and its affiliates;

Voting Results: Assent 15, Dissent 0, Abstain 0.

(V) Proposal on offer of related transaction quota to Xiamen International Bank Co., Ltd. and its affiliates;

Voting Results: Assent 15, Dissent 0, Abstain 0.

XXI. Proposal on Canceling Bad Debts of Which Single Loss is Higher than RMB 0.1 billion after Verification (2nd batch in 2018);

Voting Results: Assent 15, Dissent 0, Abstain 0.

XXII. Proposal on Implementing Out-of-site Centralized Outsourcing of Part of Information Technology Project

Voting Results: Assent 15, Dissent 0, Abstain 0.

XXIII. Proposal on 2018 Business Office Procurement Budget; RMB 3 billion business office procurement budget of the Bank was agreed; within the budget amount, approval of single project shall be processed based on procedures laid down by Articles of Association.

Voting Results: Assent 15, Dissent 0, Abstain 0.

XXIV. Proposal on the Company’s Satisfaction of Conditions for Private Offering of Domestic Preferred Stock;

Voting Results: Assent 15, Dissent 0, Abstain 0.

XXV. Proposal on Private Offering of Domestic Preferred Stock; In accordance with relevant laws, regulations and other relevant provisions, we are approved to supplement the capital through private offering of preferred stock of no more than 30 billion yuan. The board of directors reviewed and approved the specific proposal on private offering of domestic preferred stock one by one. The detailed content can be reviewed in Industrial Bank Co., Ltd.'s Plan of Private Offering of Domestic Preferred Stock on the website of Shanghai Stock Exchange. Director Han Jingwen avoided the voting due to his association relationship with the matter.

(I) Types of Preferred Stock Issued;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(II) Quantity and Scale;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(III) Par value and price;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(IV) Issuing method;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(V) Issuing Target;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(VI) Duration;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(VII) Articles of dividend distribution;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(VIII) Articles of compulsory share conversion;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(IX) Articles of conditional redemption;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(X) Pay-back order and method of liquidation;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(XI) Restriction of voting right;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(XII) Restoration of voting right;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(XIII) Rating arrangement;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(XIV) Guarantee situation;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(XV) Transfer arrangement;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(XVI) Use of raised fund;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(XVII) Valid term of this offering;

Voting Results: Assent 14, Dissent 0, Abstain 0.

(XVIII) Authorization matters about this private stock offering;

Voting Results: Assent 14, Dissent 0, Abstain 0.

The above proposals need to be submitted to the General Meeting of the Company for review one by one, may be implemented only if such proposals are approved by CBIRC and ratified by CSRC and shall be subject to proposals finally approved by CSRC.

XXVI. Proposal on Private Offering of Domestic Preferred Stock; Director Han Jingwen avoided the voting due to his association relationship with the matter. See the website of Shanghai Stock Exchange for full text of the Plan.

Voting Results: Assent 14, Dissent 0, Abstain 0.

XXVII. Proposal on private offering of domestic preferred stock to China National Tobacco Corporation’s affiliates; Director Han Jingwen avoided the voting due to his association relationship with the matter. See the full text of the related transaction announcement of the Company for details.

Voting Results: Assent 14, Dissent 0, Abstain 0.

XXVIII. Proposal on Signing Conditionally Effective Preferred Stock Subscription Agreement with China National Tobacco Corporation’s Affiliates; Director Han Jingwen avoided the voting due to his association relationship with the matter.

Voting Results: Assent 14, Dissent 0, Abstain 0.

XXIX. Proposal on Report of Utilization of Previously Raised Capital; see the website of Shanghai Stock Exchange for full text of the Report.

Voting Results: Assent 15, Dissent 0, Abstain 0.

XXX. Proposal on Medium-term Capital Management Plan (2018-2020); see the website of Shanghai Stock Exchange for full text of the Plan.

Voting Results: Assent 15, Dissent 0, Abstain 0.

XXXI. Proposal on Medium-term Shareholder Return Plan (2018-2020); see the website of Shanghai Stock Exchange for full text of the Plan.

Voting Results: Assent 15, Dissent 0, Abstain 0.

XXXII. Proposal on Diluted Spot Returns of the Private Offering of Domestic Preferred Stock and Supplement Measures therefor; see the website of Shanghai Stock Exchange for full text of diluted spot returns and supplement measures.

Voting Results: Assent 15, Dissent 0, Abstain 0.

XXXIII. Proposal on Convening 2017 Annual General Meeting; see the notice of general meeting of the Company for details.

Voting Results: Assent 15, Dissent 0, Abstain 0.

XXXIV. Proposal on 2017 Senior Management Remuneration Distribution; Gao Jianping, Tao Yiping, Chen Jinguang, Xue Hefeng and Chen Xinjian avoided the voting due to their association relationships with the matter.

Voting Results: Assent 10, Dissent 0, Abstain 0.

XXXV. Proposal on 2014 Senior Management Risk Fund Assessment and Release; three related directors Gao Jianping, Chen Jinguang and Xue Hefeng avoided the voting due to their association relationships with the matter.

Voting Results: Assent 12, Dissent 0, Abstain 0.

The above Proposals I, III, X, XI, XIII, XV, XVII, XX, XXIV, XXV, XXVII, XXVIII, XIX, XXX, XXXI, and XXXII still need to be submitted to general meeting for review.

The meeting also debriefed Report on 2017 Related Transaction and Report on 2017 Anti-money Laundering Work. Board of Supervisors also reported 2017 Work Status of Board of Supervisors to the Board of Directors.

Hereby Announced.

Board of Directors of Industrial Bank Co., Ltd.

Wednesday, April 25, 2018