**Code of A Shares: 601166 Abbreviation of A Shares: Industrial Bank Announcement Code: 2018-011**

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

**Industrial Bank Co., Ltd.**

**Notice on Convening 2017 Annual General Meeting**

|  |
| --- |
| 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:

* Date of General Meeting: May 25, 2018
* This General Meeting involves proposals for voting by preferred stocks
* On-line voting system adopted by this general meeting: On-line voting system for general meeting of Shanghai Stock Exchange

# Basic Information of Meeting to be Convened

## Type and Session of General Meeting

2017 Annual 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 Meeting

Date and Time of the Meeting: May 25, 2018 14:30

Venue of the Meeting: Guanglu Hall, 3F, Kempinski Hotel 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: from May 25, 2018

To May 25, 2018

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.

## Procedures of Voting for Investors of Security Margin Trading, Refinancing, Agreed Buy-back Business Account and SH Equities

Voting involving investors of security margin trading, refinancing, relevant accounts of agreed buy-back business and SH equities shall be executed based on Rules for Implementation on On-line Voting of General Meeting of Listed Companies of Shanghai Stock Exchange.

## Involving Open Solicitation of Shareholders' Voting Rights

Not applicable

# Matters to Be Reviewed in the Meeting

Proposals to Be Reviewed and Type of Voting Shareholders of This General Meeting

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | | Name of Proposal | Type of Voting Shareholders | |
| Shareholders of A Shares | Preferred Shareholders |
| Non - Cumulative Voting Proposals | | | | |
| 1 | Proposal on Amendment of Articles of Association | | √ |  |
| 2 | 2017 Work Report of Board of Directors | | √ |  |
| 3 | 2017 Work Report of Board of Supervisors | | √ |  |
| 4 | 2017 Duty Performance Evaluation Report for Director | | √ |  |
| 5 | 2017 Duty Performance Evaluation Report for Supervisor | | √ |  |
| 6 | 2017 Duty Performance Evaluation Report for Directors and Senior Management of Board of Supervisors | | √ |  |
| 7 | Proposal on Electing Part of Shareholders and Supervisors of the 7th Board of Supervisors | | √ |  |
| 8 | 2017 Annual Report and Abstract | | √ |  |
| 9 | 2017 Financial Final Account Settlement Report and 2018 Financial Budget Proposal | | √ |  |
| 10 | 2017 Profit Distribution Proposal | | √ |  |
| 11 | Proposal on Engaging An Accounting Firm for 2018 | | √ |  |
| 12 | Proposal on Issuing Deductible Tier 2 Capital Debenture | | √ |  |
| 13.00 | Proposal on Offer of Related Transaction Quota to Part of Related Affiliates | | √ |  |
| 13.01 | Proposal on Offer of Related Transaction Quota to The People’s Insurance Company (Group) of China Limited and its affiliates | | √ |  |
| 13.02 | Proposal on offer of related transaction quota to China National Tobacco Corporation and its affiliates | | √ |  |
| 13.03 | Proposal on offer of related transaction quota to Fujian Yango Group Co., Ltd. and its affiliates | | √ |  |
| 13.04 | Proposal on offer of related transaction quota to Fujian Investment & Development Group Co., Ltd. and its affiliates | | √ |  |
| 13.05 | Proposal on offer of related transaction quota to Xiamen International Bank Co., Ltd. and its affiliates | | √ |  |
| 14 | Proposal on Satisfaction of the Company of Conditions for Private Offering of Domestic Preferred Stocks | | √ |  |
| 15.00 | Proposal on Plan for Private Offering of Domestic Preferred Shares | | √ | √ |
| 15.01 | Types of Preferred Stocks Issued | | √ | √ |
| 15.02 | Quantity and Scale Issued | | √ | √ |
| 15.03 | Par Value and Price | | √ | √ |
| 15.04 | Issuing method | | √ | √ |
| 15.05 | Issuing Target | | √ | √ |
| 15.06 | Duration | | √ | √ |
| 15.07 | Articles of dividend distribution | | √ | √ |
| 15.08 | Articles of Compulsory Share Conversion | | √ | √ |
| 15.09 | Articles of Conditional Redemption | | √ | √ |
| 15.10 | Pay-back order and method of liquidation | | √ | √ |
| 15.11 | Restriction of voting right | | √ | √ |
| 15.12 | Restoration of voting right | | √ | √ |
| 15.13 | Rating arrangement | | √ | √ |
| 15.14 | Security situation | | √ | √ |
| 15.15 | Transfer arrangement | | √ | √ |
| 15.16 | Use of raised fund | | √ | √ |
| 15.17 | Valid term of this offering resolution | | √ | √ |
| 15.18 | Authorization matters about this offering of preferred shares | | √ | √ |
| 16 | Proposal on private offering of domestic preferred shares to China National Tobacco Corporation’s affiliates | | √ | √ |
| 17 | Proposal on Signing Conditionally Effective Preferred Stock Subscription Agreement with China National Tobacco Corporation’s Affiliates | | √ | √ |
| 18 | Proposal on Report of Utilization of Previously Raised Capital | | √ |  |
| 19 | Proposal on Medium-term Capital Management Plan (2018-2020) | | √ |  |
| 20 | Proposal on Medium-term Shareholder Return Plan (2018-2020) | | √ |  |
| 21 | Proposal on Diluted Spot Returns of the Private Offering of Domestic Preferred Stocks and Supplement Measures | | √ |  |

1. Time of Disclosure and Disclosing Media of All Proposals

The foregoing proposals were respectively reviewed and passed by the 7th meeting of the 9th Board of Directors convened on the 23th day of March in 2018, the 7th meeting of the 7th Board of Supervisors convened on the 22th day of March in 2018, the 8th meeting of the 9th Board of Directors convened on the 24th day of April in 2018 and the 8th meeting of the 7th Board of Supervisors convened on the 23th day of April in 2018, 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 details of resolutions of such meetings.

1. Special resolution proposal: 1, 12, 14, 15, 16, 17, 18
2. Proposals for which votes of small and medium-scale investors are separately counted: 7, 10, 11, 12, 13, 14, 15, 16, 17, 18, 20, 21
3. Proposals for which related shareholders avoid the voting: 13, 15, 16, 17

**Name of related shareholders who shall avoid the voting:** Proposal 13.01: PICC People's Insurance Company Limited, PICC Property and Casualty Company Limited, PICC Life Insurance Company Limited; Proposal 13.03: Yango Holding Co., Ltd.; Proposal 13.04 and 13.05: Fujian Investment & Development Group Co., Ltd.; Proposal 13.02, 15, 16 and 17: China National Tobacco Corporation, Fujian Tobacco Hashare Investment Management Co., Ltd., Hunan China Tobacco Investment Management Co., Ltd., China National Tobacco (Fujian) Corporation, China National Tobacco (Guangdong) Corporation.

1. Proposals for which holders of preferred stocks participate in the voting: 15, 16, 17

# Attention 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 the site, on-line voting platform of the Exchange or other methods, the first voting result will prevail.

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

## If a shareholder holds common stocks and preferred stocks of the Company at the same time, they shall be voted with respectively; if a shareholder holds various preferred stocks, they shall be voted with respectively.

# 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 be non shareholders of the Company.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Type of Shares** | **Code of Shares** | **Abbreviation of Shares** | **Date of Record** | **Last Transaction Date** |
| A Shares | 601166 | Industrial Bank | 2018/5/18 | - |
| Preferred Stocks | 360005 | Industrial Preferred 1 | 2018/5/21 | 2018/5/18 |
| Preferred Stocks | 360012 | Industrial Preferred 2 | 2018/5/21 | 2018/5/18 |

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

## Lawyers hired by the Company.

## Other Personnel

# Method of Registration

(I) 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.

(II) Time of Registration: May 21-22, 2018, 8:00-12:00 AM, 14:30-17:30 PM.

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

(IV) Contact Information:

Contact Person: Ms. Zhang, Ms. Huang

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

April 25, 2018

Attachment 1: Letter of Authorization from Common Shareholders

Attachment 2: Letter of Authorization from Preferred Shareholders

# Attachment 1:

**Industrial Bank Co., Ltd.**

**Letter of Authorization from Common Shareholders for 2017 Annual General Meeting**

Industrial Bank Co., Ltd.:

This is to authorize Mr. (Ms.) to attend and exercise the voting right in the Annual General Meeting of 2017 of your company held on May 25, 2018.

Number of Shares Held by the Trustor:

Number of Shareholder Account of Trustor:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **Name of Non - Cumulative Voting Proposals** | **Assent** | **Dissent** | **Abstain** |
| 1 | Proposal on Amendment of Articles of Association |  |  |  |
| 2 | 2017 Work Report of Board of Directors |  |  |  |
| 3 | 2017 Work Report of Board of Supervisors |  |  |  |
| 4 | 2017 Duty Performance Evaluation Report for Director |  |  |  |
| 5 | 2017 Duty Performance Evaluation Report for Supervisor |  |  |  |
| 6 | 2017 Duty Performance Evaluation Report for Directors and Senior Management of Board of Supervisors |  |  |  |
| 7 | Proposal on Electing Part of Shareholders and Supervisors of the 7th Board of Supervisors |  |  |  |
| 8 | 2017 Annual Report and Abstract |  |  |  |
| 9 | 2017 Financial Final Account Settlement Report and 2018 Financial Budget Proposal |  |  |  |
| 10 | 2017 Profit Distribution Proposal |  |  |  |
| 11 | Proposal on Engaging An Accounting Firm for 2018 |  |  |  |
| 12 | Proposal on Issuing Deductible Tier 2 Capital Debenture |  |  |  |
| 13.00 | Proposal on Offer of Related Transaction Quota to Part of Related Affiliates |  |  |  |
| 13.01 | Proposal on Offer of Related Transaction Quota to The People’s Insurance Company (Group) of China Limited and its affiliates |  |  |  |
| 13.02 | Proposal on offer of related transaction quota to China National Tobacco Corporation and its affiliates |  |  |  |
| 13.03 | Proposal on offer of related transaction quota to Fujian Yango Group Co., Ltd. and its affiliates |  |  |  |
| 13.04 | Proposal on offer of related transaction quota to Fujian Investment & Development Group Co., Ltd. and its affiliates |  |  |  |
| 13.05 | Proposal on offer of related transaction quota to Xiamen International Bank Co., Ltd. and its affiliates |  |  |  |
| 14 | Proposal on Satisfaction of the Company of Conditions for Private Offering of Domestic Preferred Stocks |  |  |  |
| 15.00 | Proposal on Plan for Private Offering of Domestic Preferred Shares |  |  |  |
| 15.01 | Types of Preferred Stocks Issued |  |  |  |
| 15.02 | Quantity and Scale Issued |  |  |  |
| 15.03 | Par Value and Price |  |  |  |
| 15.04 | Issuing method |  |  |  |
| 15.05 | Issuing Target |  |  |  |
| 15.06 | Duration |  |  |  |
| 15.07 | Articles of dividend distribution |  |  |  |
| 15.08 | Articles of Compulsory Share Conversion |  |  |  |
| 15.09 | Articles of Conditional Redemption |  |  |  |
| 15.10 | Pay-back order and method of liquidation |  |  |  |
| 15.11 | Restriction of voting right |  |  |  |
| 15.12 | Restoration of voting right |  |  |  |
| 15.13 | Rating arrangement |  |  |  |
| 15.14 | Security situation |  |  |  |
| 15.15 | Transfer arrangement |  |  |  |
| 15.16 | Use of raised fund |  |  |  |
| 15.17 | Valid term of this offering resolution |  |  |  |
| 15.18 | Authorization matters about this offering of preferred shares |  |  |  |
| 16 | Proposal on private offering of domestic preferred shares to China National Tobacco Corporation’s affiliates |  |  |  |
| 17 | Proposal on Signing Conditionally Effective Preferred Stock Subscription Agreement with China National Tobacco Corporation’s Affiliates |  |  |  |
| 18 | Proposal on Report of Utilization of Previously Raised Capital |  |  |  |
| 19 | Proposal on Medium-term Capital Management Plan (2018-2020) |  |  |  |
| 20 | Proposal on Medium-term Shareholder Return Plan (2018-2020) |  |  |  |
| 21 | Proposal on Diluted Spot Returns of the Private Offering of Domestic Preferred Stocks and Supplement Measures |  |  |  |

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.

# Attachment 2:

**Industrial Bank Co., Ltd.**

**Letter of Authorization from Preferred Shareholders for 2017 Annual General Meeting**

Industrial Bank Co., Ltd.

This is to authorize Mr. (Ms.) to attend and exercise the voting right in the Annual General Meeting of 2017 of your company on May 25, 2018.

|  |  |  |  |
| --- | --- | --- | --- |
| **Code of Preferred Stocks** | **Abbreviation of Preferred Stocks** | **Number of Shareholder Account of Trustor:** | **Number of preferred stocks (shares)** |
| 360005 | Industrial Preferred 1 |  |  |
| 360012 | Industrial Preferred 2 |  |  |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **Name of Non - Cumulative Voting Proposals** | **Assent** | **Dissent** | **Abstain** |
| 15.00 | Proposal on Plan for Private Offering of Domestic Preferred Shares |  |  |  |
| 15.01 | Types of Preferred Stocks Issued |  |  |  |
| 15.02 | Quantity and Scale Issued |  |  |  |
| 15.03 | Par Value and Price |  |  |  |
| 15.04 | Issuing method |  |  |  |
| 15.05 | Issuing Target |  |  |  |
| 15.06 | Duration |  |  |  |
| 15.07 | Articles of dividend distribution |  |  |  |
| 15.08 | Articles of Compulsory Share Conversion |  |  |  |
| 15.09 | Articles of Conditional Redemption |  |  |  |
| 15.10 | Pay-back order and method of liquidation |  |  |  |
| 15.11 | Restriction of voting right |  |  |  |
| 15.12 | Restoration of voting right |  |  |  |
| 15.13 | Rating arrangement |  |  |  |
| 15.14 | Security situation |  |  |  |
| 15.15 | Transfer arrangement |  |  |  |
| 15.16 | Use of raised fund |  |  |  |
| 15.17 | Valid term of this offering resolution |  |  |  |
| 15.18 | Authorization matters about this offering of preferred shares |  |  |  |
| 16 | Proposal on private offering of domestic preferred shares to China National Tobacco Corporation’s affiliates |  |  |  |
| 17 | Proposal on Signing Conditionally Effective Preferred Stock Subscription Agreement with China National Tobacco Corporation’s Affiliates |  |  |  |

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.