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中國工商銀行股份有限公司

INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

Stock Code: 1398

USD Preference Shares Stock Code: 4620

ANNOUNCEMENT OF THE RESOLUTIONS OF THE BOARD OF DIRECTORS

A meeting of the Board of Directors of Industrial and Commercial Bank of China Limited (the “**Bank**”) was held at the Bank’s head office at 55 Fuxingmennei Avenue, Xicheng District, Beijing on 30 August 2024. There were 13 directors eligible for attending the meeting, of whom 13 directors attended the meeting in person. Senior management members and members of the Board of Supervisors were in attendance at the meeting. The meeting was convened in compliance with the provisions of the laws, regulations, and requirements under the Articles of Association of the Bank (the “**Articles**”) and the Rules of Procedures for the Board of Directors of the Bank (the “**Rules of Procedures for the Board of Directors**”).

Mr. Liao Lin, Chairman of the Board of Directors, presided over the meeting. The directors attending the meeting considered and approved the following:

1. Proposal on the 2024 Interim Report and its Abstract

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

This proposal has been considered and approved by the Audit Committee of the Board of Directors of the Bank, and has been agreed by all members to submit to the Board of Directors for consideration.

Details are available on the website of the Shanghai Stock Exchange (www.sse.com.cn).

2. Proposal on the Pillar 3 Disclosure Report of Capital Management for the First Half of 2024

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

Details are available on the “HKEXnews” website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

3. Proposal on Nominating Mr. Wang Jingwu for Re-election as Executive Director and Re-engaging Him to Hold Relevant Posts in Special Committees of the Board of Directors of ICBC

Voting result of this proposal: 12 valid votes, 12 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

Mr. Wang Jingwu has not participated in the voting as he had interests in the proposal.

According to relevant regulations, Mr. Wang Jingwu is eligible for re-election upon the expiry of his term as executive director of the Board of Directors of the Bank. In order to ensure the smooth operation of the Board of Directors, according to the Company Law of the People’s Republic of China (the “**Company Law**”), the relevant laws and regulations and the relevant requirements under the Articles and the Working Regulations for the Nomination Committee of the Board of Directors of Industrial and Commercial Bank of China Limited (the “**Working Regulations for the Nomination Committee of the Board of Directors**”), and after consideration and approval by the Nomination Committee of the Board of Directors, the Board of Directors resolved that Mr. Wang Jingwu be nominated as candidate for executive director of the Bank and reappointed as executive director of the Bank, as well as agreed that Mr. Wang Jingwu shall retain his previous posts as member of the Risk Management Committee, Related Party Transactions Control Committee and US Risk Committee after the Shareholders’ General Meeting approves his re-election as executive director of the Bank. The re-election of Mr. Wang Jingwu as executive director of the Bank is subject to the consideration and approval at the Shareholders’ General Meeting of the Bank, and his new term of office as executive director shall take effect on the date when the approval from the Shareholders’ General Meeting is obtained. The biography of Mr. Wang Jingwu is set out in Appendix 1.

The views of independent directors of the Bank on this proposal: Having reviewed relevant information, we consider that the nomination of Mr. Wang Jingwu by the Board of Directors of the Bank as candidate for executive director of the Bank and his reappointment as executive director of the Bank is in compliance with the Company Law and other laws and regulations as well as the relevant provisions of the Articles. We agree to nominate Mr. Wang Jingwu as candidate for executive director of the Bank and reappoint him as executive director of the Bank and submit this proposal to the Shareholders' General Meeting for consideration.

This proposal shall be submitted to the Shareholders' General Meeting of the Bank for consideration. Details are available in the circular of the Shareholders' General Meeting to be disclosed by the Bank on the same day.

4. Proposal on Nominating Mr. Chen Guanting as Candidate for Independent Director of Industrial and Commercial Bank of China Limited

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

According to the Company Law, the relevant laws and regulations and the relevant requirements under the Articles and the Working Regulations for the Nomination Committee of the Board of Directors, taking into account the work requirements of the Board of Directors, and after consideration and approval by the Nomination Committee of the Board of Directors, the Board of Directors resolved that Mr. Chen Guanting be nominated as a candidate for independent director of the Bank. The appointment of Mr. Chen Guanting as independent director of the Bank is subject to the consideration and approval at the Shareholders' General Meeting after the Shanghai Stock Exchange reviews his qualification and confirms that it has no objection, and is subject to the approval of National Financial Regulatory Administration ("NFRA") after the approval from the Shareholders' General Meeting has been obtained.

The biography of Mr. Chen Guanting is set out in Appendix 2. The Declaration and Commitment of Nominator of Independent Director is set out in Appendix 3. The Declaration and Commitment of Candidate for Independent Director is set out in Appendix 4. The Review Opinions on the Qualifications for Independent Director Candidate is set out in Appendix 5.

The views of independent directors of the Bank on this proposal: Having reviewed relevant information, we consider that the nomination of Mr. Chen Guanting by the Board of Directors of the Bank as a candidate for independent director of the Bank is in compliance with the Company Law and other laws and regulations as well as the relevant provisions of the Articles. We agree to nominate Mr. Chen Guanting as the candidate for independent director of the Bank and submit this proposal to the Shareholders' General Meeting for consideration.

This proposal shall be submitted to the Shareholders' General Meeting of the Bank for consideration. Details are available in the circular of the Shareholders' General Meeting to be disclosed by the Bank on the same day.

5. Proposal on Ms. Zhong Mantao Taking Office at Relevant Special Committees of the Board of Directors of ICBC

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

According to the Company Law, the relevant laws and regulations and the relevant requirements under the Articles and the Rules of Procedures for the Board of Directors, in order to ensure the smooth operation of the Board of Directors and its special committees, the Board of Directors resolved to approve the appointment of Ms. Zhong Mantao as the member of the Strategy Committee, Corporate Social Responsibility and Consumer Protection Committee, Audit Committee and Related Party Transactions Control Committee of the Board of Directors.

The abovementioned Ms. Zhong Mantao's office at special committees shall take effect after the approval of her director appointment qualification by NFRA and the announcement of the Bank.

6. Proposal on Reviewing the Plan on Authorization of the Shareholders' General Meeting to the Board of Directors of ICBC (Version 2024)

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

The views of independent directors of the Bank on this proposal: We consider that the Industrial and Commercial Bank of China Limited Plan on Authorization of the Shareholders' General Meeting to the Board of Directors (Version 2024) is in compliance with the Company Law and other laws and regulations as well as the relevant provisions of the Articles. We agree to this proposal.

This proposal shall be submitted to the Shareholders' General Meeting of the Bank for consideration. Details are available in the circular of the Shareholders' General Meeting to be disclosed by the Bank on the same day.

7. Proposal on the Limit for External Donations in 2024

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

This proposal shall be submitted to the Shareholders' General Meeting of the Bank for consideration. Details are available in the circular of the Shareholders' General Meeting to be disclosed by the Bank on the same day.

8. Proposal on the 2024 Interim Profit Distribution Plan

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

The views of the independent directors on this proposal: The 2024 Interim Profit Distribution Plan is in compliance with the requirements of relevant laws, regulations and the Articles. We agree to this proposal.

This proposal shall be submitted to the Shareholders' General Meeting of the Bank for consideration.

Details are available in the Announcement on 2024 Interim Profit Distribution Plan of Industrial and Commercial Bank of China Limited published on the website of the Shanghai Stock Exchange (www.sse.com.cn).

9. Proposal on Distribution of Dividends for “工行優 2” and USD Offshore Preference Shares

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

On Tuesday, 24 September 2024, the Bank will pay dividends on the Domestic Preference Shares “工行優 2”, with a dividend rate of 4.2% (pre-tax) and the total amount to be distributed is RMB2.94 billion.

On Monday, 23 September 2024, the Bank will pay dividends on the USD Offshore Preference Shares, with an initial dividend rate of 3.58% (post-tax), a withholding enterprise income tax rate of 10%, and the total amount to be distributed is approximately USD115.36 million, of which USD103.82 million will be paid to holders of Preference Shares and approximately USD11.54 million will be withheld and paid as enterprise income tax.

The views of the independent directors on this proposal: The aforementioned proposal on distribution of dividends for preference shares is in compliance with the requirements of relevant laws, regulations and the Articles. We agree to this proposal.

10. Proposal on Convening the Second Extraordinary General Meeting of 2024

Voting result of this proposal: 13 valid votes, 13 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

The second extraordinary general meeting of 2024 of the Bank is proposed to be held on 20 September 2024. Details are available in the notice of the second extraordinary general meeting of 2024 to be separately disclosed by the Bank.

- Appendices:
1. Biography of Mr. Wang Jingwu
 2. Biography of Mr. Chen Guanting
 3. Declaration and Commitment of Nominator of Independent Director
 4. Declaration and Commitment of Candidate for Independent Director
 5. Review Opinions of the Qualifications for Independent Director Candidate

**The Board of Directors of
Industrial and Commercial Bank of China Limited**

Beijing, PRC
30 August 2024

As at the date of this announcement, the Board of Directors comprises Mr. LIAO Lin, Mr. LIU Jun, and Mr. WANG Jingwu as executive directors, Mr. LU Yongzhen, Mr. FENG Weidong, Ms. CAO Liqun, Ms. CHEN Yifang and Mr. DONG Yang as non-executive directors, Mr. SHEN Si, Mr. Fred Zulu HU, Mr. Norman CHAN Tak Lam, Mr. Herbert WALTER and Mr. Murray HORN as independent non-executive directors.

Appendix 1:

Biography of Mr. Wang Jingwu

Mr. Wang Jingwu, male, Chinese nationality, born in April 1966.

Mr. Wang Jingwu has served as Executive Director, Senior Executive Vice President and concurrently Chief Risk Officer since September 2021, and as Senior Executive Vice President of the Bank since April 2020. He joined The People's Bank of China ("PBC") in August 1985, and has successively served as Supervision Commissioner (Deputy Director level) of PBC Shijiazhuang Central Sub-branch, Head of PBC Shijiazhuang Central Sub-branch and concurrently Director of State Administration of Foreign Exchange ("SAFE") Hebei Branch, Head of PBC Hohhot Central Sub-branch and concurrently Director of SAFE Inner Mongolia Branch, Head of PBC Guangzhou Branch and concurrently Director of SAFE Guangdong Branch, and Director-General of PBC Financial Stability Bureau since January 2002.

Mr. Wang Jingwu received a Doctorate degree in Economics from Xi'an Jiaotong University. He is a research fellow.

Appendix 2:

Biography of Mr. Chen Guanting

Mr. Chen Guanting, male, Chinese nationality, born in March 1963.

Mr. Chen Guanting is currently a Doctoral Supervisor in the Department of Accounting at the School of Economics and Management at Tsinghua University, the Director of the Research Center for Intelligent Auditing of the School of Economics and Management at Tsinghua University, and a Researcher at the Institute for State-owned Assets Management at Tsinghua University. He also serves as an Independent Director of Integrated Electronic Systems Lab Co., Ltd., and Bloomage Biotechnology Corporation Limited, Alltrust Insurance Company Ltd., as well as the Vice Chairman of the Beijing Audit Society, the Vice Chairman of the Intelligent Accounting Branch of the China Business Accounting Institute, and a member of the Information Technology Committee of the Chinese Institute of Certified Public Accountants. Mr. Chen Guanting previously held positions as assistant auditor, auditor and senior auditor at the Shandong Provincial Audit Office.

Mr. Chen Guanting graduated from Renmin University of China with a Doctorate degree in Accounting. He is a certified public accountant and senior auditor.

Appendix 3:

Industrial and Commercial Bank of China Limited
Declaration and Commitment of Nominator of Independent Director

The nominator, the Board of Directors of Industrial and Commercial Bank of China Limited, is hereby nominating Mr. Chen Guanting as an independent director candidate of the Board of Directors of Industrial and Commercial Bank of China Limited. The nominator has fully understood the occupation, educational background, professional title, detailed work experience, all concurrent positions of the nominee and any negative record such as major dishonest conduct. The nominee has agreed to act as the independent director candidate of the Board of Directors of Industrial and Commercial Bank of China Limited (please refer to the Declaration of Candidate for Independent Director).

The nominator believes that the nominee is qualified to serve as an independent director and is not related to Industrial and Commercial Bank of China Limited in any way that influences his independence. Below is the full text of the declaration and commitment:

- I. The nominee has the basic knowledge about the operation of listed companies, is familiar with relevant laws, administrative regulations, rules and other normative documents, owns work experience of more than five years in law, economy, accounting, finance, management or other areas that is required to perform the responsibilities of an independent director. The nominee has attended the training and obtained the relevant training certificates recognized by the Shanghai Stock Exchange.
- II. The nominee's eligibility for the position is compliant with the requirements of the following laws, administrative regulations and departmental rules:
 - i. Regulations on the post qualifications of directors in the *Company Law of the People's Republic of China*;
 - ii. Regulations on the concurrent appointment of civil servants in the *Civil Servant Law of the People's Republic of China* (if applicable);
 - iii. Relevant regulations on the post qualifications and conditions of independent directors in the *Measures for the Administration of Independent Directors of Listed Companies* of the China Securities Regulatory Commission, the self-regulatory rules of the Shanghai Stock Exchange and ICBC's Articles of Association;

- iv. Regulations of the *Notice on the Regulating Cadres Filed with the Organization Department of the CPC Central Committee to Serve as Independent Directors and Independent Supervisors of Listed Companies and Fund Management Companies after Resignation or Retirement (Dismission)* of the CPC Central Commission for Discipline Inspection and the Organization Department of the CPC Central Committee (if applicable);
 - v. Relevant regulations of the *Guidelines of the Organization Department of the CPC Central Committee on Further Regulating the (Concurrent) Appointment of Party and Government Leading Cadres in Enterprises* (if applicable);
 - vi. Relevant regulations of the *Guidelines on Enhancing Anti-corruption and Integrity in Higher Education Institutions* of the CPC Central Commission for Discipline Inspection, the Ministry of Education and the Ministry of Supervision;
 - vii. Relevant regulations of the *Guidelines for Independent Directors and External Supervisors of Joint-stock Commercial Banks* of the People's Bank of China;
 - viii. Relevant regulations of the *Measures for the Supervision and Administration of Directors, Supervisors, Senior Management Members and Practitioners of Securities Fund Operation Institutions* of the China Securities Regulatory Commission (if applicable);
 - ix. Relevant regulations of the *Administrative Measures for the Qualifications of Directors and Senior Management Members of Banking Financial Institutions, the Regulations on the Administration of Qualifications of Directors, Supervisors and Senior Management Members of Insurance Companies* and the *Measures for the Administration of Independent Directors of Insurance Institutions*;
 - x. Other circumstances specified by laws, regulations, department rules, normative documents and the Shanghai Stock Exchange.
- III. The nominee has the independence, and does not belong to any of the following cases:
- i. A person working in the listed company or its subsidiaries, or the spouse, parent, child and major social relations (major social relations refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of children's spouses, etc.) of such person;

- ii. A shareholder directly or indirectly holding more than 1% of the issued shares of the listed company or a natural person shareholder among the top ten shareholders of the listed company, or the spouse, parent or child of such shareholder;
- iii. A person working in a shareholder that directly or indirectly holds more than 5% of the issued shares of a listed company or a person working in one of the top five shareholders of the listed company, or the spouse, parent and child of such person;
- iv. A person working in a subsidiary of the controlling shareholders and de facto controllers of the listed company, or the spouse, parent and child of such person;
- v. A person having significant business dealings with the listed company, its controlling shareholders, de facto controllers or their respective subsidiaries, or serving in a unit with significant business dealings or a unit of its controlling shareholders or de facto controllers;
- vi. A person providing financial, legal, consulting and sponsorship services to the listed company, its controlling shareholders, de facto controllers or their respective subsidiaries, including but not limited to all members of the project team of the intermediary providing such services, reviewers at all levels, persons signing the report, partners, directors, senior management and main person in charge;
- vii. A person who has been in any of the circumstances listed in the preceding six items within the past 12 months;
- viii. Other circumstances determined to not have independence by the Shanghai Stock Exchange.

IV. The independent director candidate has not had the following bad records:

- i. Subject to administrative penalties by the CSRC or criminal penalties by judicial organs within the past 36 months;
- ii. Investigated by the CSRC or the judicial authorities for suspected securities and futures offenses, with no clear conclusion yet;
- iii. Publicly reprimanded or criticized more than three times by the stock exchange within the past 36 months;
- iv. Bad records such as major dishonesty;
- v. Other circumstances determined by the Shanghai Stock Exchange.

- V. The nominee is not a person who was dismissed by the board of directors through shareholders' general meeting for failing to attend two consecutive meetings of the board of directors in person or by appointing other directors during his previous term of office as an independent director.
- VI. The number of domestic listed companies where the nominee concurrently serves as an independent director does not exceed three, including Industrial and Commercial Bank of China Limited. The nominee has not served in Industrial and Commercial Bank of China Limited for more than six consecutive years.
- VII. The nominee possesses rich professional knowledge and experience in accounting and possesses at least one of the three types of qualifications, such as Certified Public Accountant, senior title in accounting, audit or financial management, associate professor or above, or doctoral degree, senior title in economic management, and more than five years of full-time working experience in accounting, audit or financial management and other professional positions.
- VIII. The nominee does not have any situation that affects the integrity of an independent director or other situations affecting his post qualifications.

The nominee has passed the qualification review by the Nomination Committee of the Board of Directors of Industrial and Commercial Bank of China Limited, and the nominator does not have any interest or other close relationships with the nominee that may impede the independent performance of duties.

The nominator has checked and confirmed that the eligibility of the candidate for independent director meets the requirements in accordance with the *Self-Regulatory Guideline No. 1 – Standardized Operation of Listed Companies on the Shanghai Stock Exchange*.

The nominator guarantees the aforesaid declaration is authentic, complete and accurate, and does not contain any false statements or misleading elements. The nominator is fully aware of the potential consequences arising from any false declaration.

This declaration hereby declared.

Nominator:
The Board of Directors of
Industrial and Commercial Bank of China Limited

Appendix 4:

Industrial and Commercial Bank of China Limited
Declaration and Commitment of Candidate for Independent Director

I, Chen Guanting, am fully aware of and agree to be nominated by the Board of Directors of Industrial and Commercial Bank of China Limited as a candidate for independent director of the Board of Directors of Industrial and Commercial Bank of China Limited. I publicly declare that I am qualified to serve as an independent director. I warrant that no relationship affects my independence as an independent director of Industrial and Commercial Bank of China Limited. I hereby specifically declare and undertake that:

- I. In addition to the basic knowledge of the operation of listed companies, I am familiar with relevant laws, administrative regulations, departmental rules and other normative documents, and have more than five years of working experience in law, economics, accounting, finance, management or other experience required for the performance of my duties as an independent director. I have attended the training and obtained the relevant training certificates recognized by the Shanghai Stock Exchange.
- II. My post qualifications comply with the requirements of the following laws, administrative regulations, departmental rules and ICBC's regulations:
 - i. Regulations on the post qualifications of directors in the *Company Law of the People's Republic of China*;
 - ii. Regulations on the concurrent appointment of civil servants in the *Civil Servant Law of the People's Republic of China* (if applicable);
 - iii. Relevant regulations on the post qualifications and conditions of independent directors in the *Measures for the Administration of Independent Directors of Listed Companies* of the China Securities Regulatory Commission, the self-regulatory rules of the Shanghai Stock Exchange and ICBC's Articles of Association;
 - iv. Regulations of the *Notice on the Regulating Cadres Filed with the Organization Department of the CPC Central Committee to Serve as Independent Directors and Independent Supervisors of Listed Companies and Fund Management Companies after Resignation or Retirement (Dismission)* of the CPC Central Commission for Discipline Inspection and the Organization Department of the CPC Central Committee (if applicable);
 - v. Relevant regulations of the *Guidelines of the Organization Department of the CPC Central Committee on Further Regulating the (Concurrent) Appointment of Party and Government Leading Cadres in Enterprises* (if applicable);

- vi. Relevant regulations of *the Guidelines on Enhancing Anti-corruption and Integrity in Higher Education Institutions* of the CPC Central Commission for Discipline Inspection, the Ministry of Education and the Ministry of Supervision;
- vii. Relevant regulations of the *Guidelines for Independent Directors and External Supervisors of Joint-stock Commercial Banks* of the People's Bank of China;
- viii. Relevant regulations of the *Measures for the Supervision and Administration of Directors, Supervisors, Senior Management Members and Practitioners of Securities Fund Operation Institutions* of the China Securities Regulatory Commission (if applicable);
- ix. Relevant regulations of the *Administrative Measures for the Qualifications of Directors and Senior Management Members of Banking Financial Institutions*, the *Regulations on the Administration of Qualifications of Directors, Supervisors and Senior Management Members of Insurance Companies* and the *Measures for the Administration of Independent Directors of Insurance Institutions*;
- x. Other circumstances specified by laws, regulations, department rules, normative documents and the Shanghai Stock Exchange.

III. I am independent and do not fall under the following circumstances:

- i. A person working in a listed company or its subsidiaries, or the spouse, parent, child and major social relations (major social relations refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of children's spouses, etc.) of such person;
- ii. A shareholder directly or indirectly holding more than 1% of the issued shares of a listed company or a natural person shareholder among the top ten shareholders of a listed company, or the spouse, parent or child of such shareholder;
- iii. A shareholder directly or indirectly holding more than 5% of the issued shares of a listed company or one of the top five shareholders of a listed company, or the spouse, parent or child of such shareholder;
- iv. A person working in a subsidiary of the controlling shareholders and de facto controllers of a listed company, or the spouse, parent and child of such person;

- v. A person having significant business dealings with a listed company, its controlling shareholders, de facto controllers or their respective subsidiaries, or serving in a unit with significant business dealings or its controlling shareholders or de facto controllers;
- vi. A person providing financial, legal, consulting and sponsorship services to a listed company, its controlling shareholders, de facto controllers or their respective subsidiaries, including but not limited to all members of the project team of the intermediary providing such services, reviewers at all levels, persons signing the report, partners, directors, senior management members and main person in charge;
- vii. A person who has been in any of the circumstances listed in the preceding six items within the past 12 months;
- viii. Other circumstances determined to not have independence by the Shanghai Stock Exchange.

IV. I do not have the following bad records:

- i. Subject to administrative penalties by the CSRC or criminal penalties by judicial organs within the past 36 months;
- ii. Investigated by the CSRC or the judicial authorities for suspected securities and futures offenses, with no clear conclusion yet;
- iii. Publicly reprimanded or criticized more than three times by the stock exchange within the past 36 months;
- iv. Bad records such as major dishonesty;
- v. Other circumstances determined by the Shanghai Stock Exchange.

V. I am not a person who was dismissed by the board of directors through shareholders' general meeting for failing to attend two consecutive meetings of the board of directors in person or by appointing other directors during my previous term of office as an independent director. If yes, please specify whether it has been 12 months since the date of resignation.

VI. The number of domestic listed companies where I concurrently serve as an independent director does not exceed three, including Industrial and Commercial Bank of China Limited. I have not served in Industrial and Commercial Bank of China Limited for more than six consecutive years.

VII. I have rich professional knowledge and experience in accounting and possesses at least one of the three types of qualifications, such as Certified Public Accountant, senior title in accounting, audit or financial management, associate professor or above, or doctoral degree, senior title in economic management, and more than five years of full-time working experience in accounting, audit or financial management and other professional positions.

VIII. I do not have any situation that affects the integrity of an independent director or other situations affecting my post qualifications.

I have passed the qualification review by the Nomination Committee of the Board of Directors of Industrial and Commercial Bank of China Limited, and I do not have any interest or other relationships with the nominator that may impede my independent performance of duties.

I have verified and confirmed that my qualifications for independent director meet the requirements in accordance with the *Self-Regulatory Guideline No. 1 – Standardized Operation of Listed Companies on the Shanghai Stock Exchange*.

I am fully aware of the duties of an independent director, and I warrant that the above statement is authentic, complete and accurate and does not contain any misrepresentations or misleading elements. I fully understand the consequences that may result from making a false statement. The Shanghai Stock Exchange may confirm my qualifications and independence based on the Declaration.

I undertake that during my tenure as an independent director of Industrial and Commercial Bank of China Limited, I will comply with the laws and regulations, rules, regulations and notices issued by the CSRC and the requirements of the business rules of the Shanghai Stock Exchange, accept the supervision of the Shanghai Stock Exchange, and ensure that I will have sufficient time and energy to perform my duties, make independent judgments, and will not be influenced by any of the Company's substantial shareholder, de facto controller, or other units or individuals with an interest in the Company.

I undertake that I will resign from my position as an independent director in accordance with the relevant provisions if I fail to meet the required qualifications during my tenure.

It is hereby declared.

Declared by: Chen Guanting

Appendix 5:

Industrial and Commercial Bank of China Limited
Review Opinions of the Qualifications for Independent Director Candidate

In accordance with regulations such as the *Measures for the Administration of Independent Directors of Listed Companies*, as the Nomination Committee of the Board of Directors of Industrial and Commercial Bank of China Limited, we have reviewed relevant materials of Mr. Chen Guanting, the independent director candidate. We hereby release the review opinions as follows:

Upon review, the Committee holds that Mr. Chen Guanting has the post qualifications for the Bank's independent director stipulated in the laws and regulations, rules, and normative documents such as the *Company Law of the People's Republic of China*, the *Measures for the Administration of Independent Directors of Listed Companies*, and the *Measures of CBIRC for Implementation of Administrative Licensing for Chinese Commercial Banks* as well as the listing rules of the exchanges where the Bank's stocks are listed and the provisions of the *Articles of Association of Industrial and Commercial Bank of China Limited*.

The Committee agrees to nominate Mr. Chen Guanting as the candidate for the Bank's independent director and submits it to the Board of Directors for deliberation.

Nomination Committee of the Board of Directors of
Industrial and Commercial Bank of China