



**INFORMATION DOCUMENT REGARDING
THE ORDINARY GENERAL ASSEMBLY MEETING OF ICBC TURKEY BANK A.Ş.
DATED MARCH 31ST 2016**

**1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED MARCH
31ST, 2016**

Ordinary General Assembly meeting of our Bank will be held on **March 31st, 2016 Thursday at 10:30** at the address of “Maslak Mahallesi Dereboyu / 2 Caddesi No:13 Sarıyer-İstanbul” in order to discuss following articles contained in the agenda of the meeting.

Shareholders whose names are specified in the shareholders list provided from the Central Registry Agency, may attend the General Assembly meeting. In case the real person shareholders whose names are specified in said list, attend the meeting in person; they shall be obliged to present identification certificate and the legal entity shareholders must present the authorisation certificates together with identification certificates of the persons who are authorised to represent and conduct binding transactions on behalf of the legal entity. For shareholders who are not able to attend the meeting in person, to attend the meeting by proxy, shall be required to have their power of attorney issued in accordance with the following sample or provide sample of power of attorney from the web site at the address of <http://www.icbc.com.tr> and accordingly, must fulfil other requirements set forth in the Communiqué no.II-30.1 of the Capital Markets Board, issued in the Official Gazette dated 24/12/2013 and no.28861 and must present their power of attorney, signature of which is certified by notary public or designate a proxy by electronic means according to the Electronic General Assembly System (EGAS).

Shareholders who want to attend the Ordinary General Assembly meeting, in electronic environment personally or via their representatives, may attend the Ordinary General Assembly meeting in electronic environment through the EGAS provided by the Central registry Agency, within the framework of the procedures and principles set forth in the “*Regulation on General Assembly Meetings of Joint Stock Companies to be Held in Electronic Environment*”, published in the Official Gazette dated August 28th 2012 and no.28395. In order to attend Ordinary General Assembly meeting or to appoint a representative on EGAS; related person must be registered with e-MKK Information Portal, must have secure electronic signature and may have access to support training information through the EGAS special section of the e-MKK Information Portal.

Information required to be announced to public together with the announcement regarding the General Assembly meeting, is specified in the Information Document prepared according to related laws and regulations, on the official web site of our Bank at <http://www.icbc.com.tr>.

2. ADDITIONAL EXPLANATIONS TO BE MADE WITHIN THE SCOPE OF CORPORATE GOVERNANCE PRINCIPLES OF THE CAPITAL MARKETS BOARD

Among the notifications and explanations required to be made according to the “Communiqué on Corporate Governance” no.II-17.1 of the Capital Markets Board (CMB), those which are related with the articles of the agenda, are made below in the section titled “Explanations Regarding Articles of the Agenda” and other compulsory explanations are presented in this section:

a) Shareholding Structure and Voting Rights

Share capital of the Bank is 420.000.000.-TL (four hundred and twenty million) Turkish Liras. This share capital amount is divided into 4.200.000.000 (four billion two hundred million) shares totally, consisting of 2.940.000.000 (two billion nine hundred and forty million) Group (A) registered shares, each with a nominal value of 0,1.-Turkish Liras (ten Kuruş) and 1.260.000.000 (one billion two hundred and sixty million) Group (B) registered shares.

According to article 35 of the Articles of Association of our Bank, (except for the General Manager) among 5 members of the Board of Directors; 3 members are selected among the nominees to be nominated by group (A) shareholders on the condition that 1 of them has the qualifications of independent member as set forth in the Corporate Governance Principles of the Capital Markets Board; 2 members are selected among the nominees to be nominated by group (B) shareholders on the condition that 1 of them has the qualifications of independent member as set forth in the Corporate Governance Principles of the Capital Markets Board.

Information relating to privileged shares and voting rights are published on the web site of the Public Disclosure Form at www.kap.gov.tr and on the “Investor Relations” page of our web site at the address of www.icbc.com.tr.

According to article 26 of the Articles of Association of our Bank; shareholders shall have voting right at General Assemblies, equal to the number of shares held by them and they shall have no privilege in voting right.

Table which shows Group (A) and (B) shares within the scope of shareholding structure of our Bank, is given below.

<u>NAME OF THE SHAREHOLDER</u>	<u>NOMINAL CAPITAL SHARE GROUP A (TL)</u>	<u>NOMINAL CAPITAL SHARE GROUP B (TL)</u>	<u>TOTAL NOMINAL CAPITAL (TL)</u>	<u>% TOTAL CAPITAL SHARE</u>	<u>% GROUP A SHARE</u>	<u>% GROUP B SHARE</u>
Industrial and Commercial Bank of China Limited (ICBC)	263.831.185,43	126.000.000.-	389.831.185,43	92,817	89,738	100,000
Public Shares	30.168.814,57	NONE	30.168.814,57	7,183	10,262	NONE
TOTAL	294.000.000.-	126.000.000.-	420.000.000.-	100,000	100,000	100,000

b) Information Regarding Changes Executed or Planned for the Future by the Bank or its Substantial Subsidiaries and Affiliated Companies, Which May Significantly Affect Our Activities

Annual reports and annual financial statements of our Bank are published on the “Investor Relations” page of our web site at the address of www.icbc.com.tr and the issues which may significantly affect liabilities of our Bank, are disclosed to public within the framework related laws and regulations.

As disclosed to public, within the scope of share purchase-sale agreement dated April 29th 2014 by and between GSD Holding A.Ş. and Industrial and Commercial Bank of China Limited (ICBC) regarding sale of 75.50% shares of Tekstil Bankası A.Ş. held by GSD Holding A.Ş., to ICBC; transaction closing has been made between GSD Holding A.Ş. and ICBC on the date of 22/05/2015 and it has been declared to our Bank the transfer of said shares to ICBC, has been realised as of said date and the share at the rate of 75,59%, acquired by ICBC by said transfer transaction, has been recorded to the shareholders’ ledger on the date of 22/05/2015. As a result of purchase by ICBC, of the shares representing 75,50% of the share capital of Tekstil Bankası A.Ş., which used to be held by GSD Holding A.Ş.; a liability has occurred to make offer to buy shares held by other shareholders according to the provisions of article 11 relating to mandatory bid, of the Communiqué Serial II.26.1 on Share Purchase Offer, issued by the Capital Markets Board. In this context, as a result of mandatory bid conducted by ICBC, the controlling shareholder of our Bank, according to the “Communiqué Serial II.26.1 on Share Purchase Offer” and which expired on 14/08/2015; its shareholding rate in our Bank increased from 75,50% to 92,817%.

Our Bank has no subsidiary.

Tekstil Portföy Yönetimi A.Ş., 100% of the shares of which are held by Tekstil Yatırım Menkul Değerler A.Ş. where the Bank is a shareholder at the rate of 99.9%; has been incorporated on the date of 21/04/2015. Main fields of activities of that company are establishment and management of investment funds.

On 06/08/2015, the Board of Directors of our Bank has resolved that necessary procedures be fulfilled to increase share capital of Tekstil Yatırım Menkul Değerler A.Ş., affiliated company of our Bank, from 25.000.000.-TL to 65.000.000.-TL and that notification be made to Tekstil Yatırım Menkul Değerler A.Ş. to make the applications. Necessary legal procedure to increase the share capital, has been initiated by the company and that process is continuing.

c) Information Regarding Demands of Shareholders, CMB (Capital Markets Board) or Other Public Authorities for Inclusion of Articles in the Agenda of the Meeting

There is no demand sent to our Bank from shareholders and the CMB (Capital Markets Board) and other public authorities, regarding inclusion of an additional article to the agenda for the Ordinary General Assembly meeting where activities in 2015 shall be discussed.

d) If There Is Any Article in the Agenda of the General Assembly Meeting Regarding Release, Change and Election of the Members of the Board of Directors; Reasons of

Discharge and Change, Information About the Persons to be Nominated for Board of Directors Membership

None.

EXPLANATIONS REGARDING ARTICLES OF THE AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING DATED MARCH 31ST, 2016

1. Opening and election of the Presidency Board of the Meeting

The Presidency Board that shall preside over the General Assembly meeting, shall be elected according to the provisions of the Turkish Commercial Code (TCC), Articles of Association of the Bank and the “Regulation on Procedures and Principles Regarding General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Trade to be Present in Those Meetings” published by the Ministry of Customs and Trade.

2. Authorising the Presidency Board to sign the minutes of the meeting

According to the provisions of the TCC (Turkish Commercial Code) and the Regulation and article 32 of the Articles of Association of our Bank, a proposal shall be presented for approval of the shareholders to authorise the Presidency Board to indicate the resolutions taken by the General Assembly, in the minutes of the meeting and to sign minutes of the meeting on behalf of the shareholders who attend the meeting.

3. Reading and discussing the Annual Report of the Board of Directors and the Independent Audit Report for the year 2015

Summary of the Annual Report of the Board of Directors and the Independent Audit Report for the year 2015, which are disclosed by the Public Disclosure Platform (www.kap.gov.tr), published on the “Electronic General Assembly Portal” in the internet site of the Central Registry Agency (MKK) and on the “Investor Relations” page in the web site of our Bank at www.icbc.com.tr, for examination of shareholders within the framework of the TCC (Turkish Commercial Code), the Regulation and regulations of the Capital Markets Board, 3 weeks before the date of General Assembly meeting; shall be read and presented for evaluation and approval of the General Assembly.

4. Reading, discussing and voting the financial statements relating to the year 2015

Financial statements of the year 2015, which are disclosed by the Public Disclosure Platform (www.kap.gov.tr), published on the “Electronic General Assembly Portal” in the internet site of the Central Registry Agency (MKK) and on the “Investor Relations” page in the web site of our Bank at www.icbc.com.tr, for examination of shareholders within the framework of the TCC (Turkish Commercial Code), the Regulation and regulations of the Capital Markets Board, 3

weeks before the date of General Assembly meeting; shall be read and presented for evaluation and approval of the General Assembly.

5. Release of the Members of the Board of Directors

It shall be presented for approval of the General Assembly to release the members of the Board of Directors of our Bank separately for their activities, transactions and accounts for the term 22/05/2015 - 31/12/2015.

6. Discussing proposal of the Board of Directors on distribution of the profits of the year 2015

As disclosed by the Public Disclosure Platform (www.kap.gov.tr) and published on the "Investor Relations" page in the web site of our Bank at www.icbc.com.tr, on the date of 29/02/2016 within the framework of the TCC (Turkish Commercial Code), the Regulation and regulations of the Capital Markets Board; the proposal dated 29/02/2016, of the Board of Directors of our Bank that "there is no net balance sheet profit after tax in the balance sheet of 2015 and losses amounting to 17.015.809,47.-TL occurred in the balance sheet and therefore, no profit can be distributed", shall be presented for evaluation and distribution of the General Assembly.

7. Discussing and voting the Policy on Distribution of Profits for the year 2016

As disclosed by the Public Disclosure Platform (www.kap.gov.tr) and published on the "Investor Relations" page in the web site of our Bank at www.icbc.com.tr, on the date of 29/02/2016 within the framework of the TCC (Turkish Commercial Code), the Regulation and regulations of the Capital Markets Board; profit distribution policy for 2016, set by the resolution of the Board of Directors our Bank dated 29/02/2016, shall be presented for evaluation and distribution of the General Assembly.

ICBC Turkey Bank A.S. Policy on Distribution of Profits for the year 2016

Taking into account also the growth of our Bank in the sector within the scope of its targets, in light of its investment and financing needs, within the framework of provisions set forth in the Banking Law, the Turkish Commercial Code and the Capital Markets Law and related laws and regulations and the Articles of Association, a basic new profit distribution policy has been adopted based on the principle that profits be kept by the company and be saved in extraordinary reserves for financing of growth and be distributed as shares in capital increases by bonus issue from internal resources.

This policy shall be re-evaluated each year, taking into account the regulations of the Capital Markets Board regarding distribution of profits and the liquidity position of our Bank.

8. Determination of the fees to be paid to the Members of the Board of Directors

According to the TCC (Turkish Commercial Code) and the Articles of Association of our Bank, fees to be paid to the Members of the Board of Directors in 2016, shall be determined by the General Assembly.

9. Election of the Independent Auditor according to article 399 of the Turkish Commercial Code

As disclosed by the Public Disclosure Platform (www.kap.gov.tr) and published on the “Investor Relations” page in the web site of our Bank at www.icbc.com.tr, on the date of 29/02/2016 within the framework of the regulations of the Capital Markets Board; based on recommendations of the Audit Committee of our Bank, on 29/02/2016 our Board of Directors has resolved that, within the framework of related provisions of the Turkish Commercial Code and the provisions of the “Regulation on Independent Auditing of Banks” issued by the Banking Regulation and Supervision Agency and other legal regulations; the firm named “Akis Bağımsız Denetim ve S.M.M.M. A.Ş. (KPMG) be designated as independent auditor for financial auditing of the 2016-2017-2018 accounting terms of the Bank and the selection of said firm be presented for approval of the shareholders in the Ordinary General Assembly meeting.

10. Giving information regarding the donations made in 2015

According to article 6 of the Communiqué no.II-19.1 on Profit Shares, issued by the Capital Markets Board, donations made must be presented for information of the General Assembly. Donations made by our Bank in 2015 to various institutions, amount to 34.660.-TL. This does not require approval of the General Assembly, therefore it is presented for information purposes only. No voting shall be conducted in the General Assembly for this article of the agenda.

Donations made in 2015

The Donee Institution	Amount (TL)
Çağdaş Yaşamı Destekleme Derneği (Association for Supporting Contemporary Life)	7.460,00
Türk Eğitim Vakfı (Turkish Education Foundation)	2.200,00
İst.Erkek Liseliler Derneği (Alumni Association of İstanbul Boys’ High school)	25.000,00
Total	34.660,00

11. Setting an upper limit for donations to be made in 2016 within the framework of Banking Laws and Regulations and the Capital Markets Laws and Regulations

According to the 5th paragraph of article 19 of the Capital Markets Law, the limit of donations which may be made by the Bank, must be presented for approval of the General Assembly. According to the Banking Law, banks may make donations up to a maximum amount equal to 0.4% of their shareholders’ equity in a financial year. For donations that may be made by our Bank in 2016, an upper limit shall be set by the General Assembly within the framework of Banking and capital Markets Laws and Regulations.

12. Giving information regarding the Remuneration Policy

Information shall be provided regarding the “Remuneration Policy”, approved by the Board of Directors of our Bank and published on the web site of the Bank at the address of www.icbc.com.tr within the framework of the “Regulation Regarding Corporate Governance Principles of Banks”, published by the Banking Regulation and Supervision Agency. This article of the agenda is for information purposes only and no voting shall be conducted in the General Assembly therefore.

ICBC Turkey Bank A.Ş. Remuneration Policy

Within the framework of the Banking Regulation and Supervision Agency and the Capital Markets Board Corporate Governance Principles, in order to be presented for information of the shareholders in the Ordinary General Assembly of our Bank, the Board of Directors of our Bank has adopted a remuneration policy based on the principle that the practices relating to remuneration of the members of the Board of Directors and senior managers of our Bank, must be in coherence with the ethical values, internal balances of our Bank and the performances and positions of persons, taking into account the scope and structure of the activities, targets of our Bank and the market conditions, within the framework of the provisions set forth in the Capital Markets Law and other related laws and regulations and the Articles of Association of our Bank and it has been resolved that said policy shall be re-evaluated each year taking into consideration the regulation of the Capital Markets Board and other related laws and regulations and the activities of our Bank and the market conditions. The Remuneration Committee has been formed to monitor and audit the remuneration practices in our Bank, on behalf of the Board of Directors.

When managing its remuneration policy, our Bank conducts due care that the fees must be fair, transparent, measurable and are based on balanced performance targets, induce sustainable success, are in harmony with the Bank’s risk management principles and thereby, it is provided that fees are maintained at a competitive level in the Banking industry. Increases fees in our Bank, are made according to performance evaluation. Following proposal of the Human resources Department and approval of the General Manager, information shall be given to the remuneration committee regarding increases in fees, determined based on performance. After the Remuneration Committee declares its opinion and recommendations to the Board of Directors, payments of increased fees shall be made.

13. Giving information regarding the issues within the scope of the principle no.1.3.6 of the Corporate Governance Principles of the CMB (Capital Markets Board)

It has been approved by the General Assembly held on the date of 22/05/2015 that the members of the Board of Directors of our Bank may conduct transactions within the scope of article 395 titled “Ban on Conducting Transactions with the Company” and article 396 titled “Non-Competition”, of the TCC (Turkish Commercial Code).

According to the compulsory Corporate Governance Principle no.1.3.6, set forth in the Annex of the Communiqué on Corporate Governance issued by the CMB (Capital Markets Board), for shareholders controlling the management, members of the Board of Directors, managers with administrative responsibilities and their spouses and relatives by blood and marriage up to second degree, to conduct transactions which may cause conflict of interest with the company or its affiliated companies and to compete with them, a prior consent must be given by the General Assembly and information must be given to the General Assembly regarding said transactions.

In order fulfil the requirements imposed by said regulation, information shall be provided within the scope of aforesaid principle for the term 22/05/2015-31/12/2015. This article of the agenda is for information purposes and no voting shall be conducted in the General Assembly.



POWER OF ATTORNEY ICBC TURKEY BANK A.Ş.

I hereby appoint, identity details of whom are given below, as my proxy being authorised to represent me according to the opinions I have indicated below, to vote, to make proposals and to sign required documents on behalf of me, in the Ordinary General Assembly meeting of ICBC Turkey Bank A.Ş. to be held on March 31st 2016 at 10:30 at the address of “Maslak Mahallesi Dereboyu / 2 Caddesi No:13 Sarıyer-İstanbul”.

Proxy's (*)

Name Surname / Trade Name:

Identification No/ Tax No, Trade Registry and Number and the MERSİS number:

(*) For proxies who are foreigner, equivalents of aforesaid information must be presented, if any.

A) SCOPE OF THE POWER TO REPRESENT

For the following sections with numbers 1 and 2, of the options among (a), (b) and (c) must be selected and the scope of the power to represent must be determined.

1. Regarding the Issues Set Forth in the Agenda of the General Assembly Meeting

a) Proxy shall be authorised to vote according to his/her opinion.

b) Proxy shall be authorised to vote according to the proposals of the management of the company.

c) Proxy shall be authorised to vote according to the instructions specified in the table below.

Instructions:

In case the paragraph (c) is selected by the shareholder, instructions with regards to a particular article of the agenda, shall be given by marking one of the options given opposite to related article of the agenda (ayes or noes) and if the option “noes” is selected, by indicating the dissenting opinion demanded to be written in the minutes of the general assembly meeting.

Articles of the Agenda (*)	Ayes	Noes	Dissenting Opinion
1. Opening and election of the Presidency Board of the Meeting			
2. Authorising the Presidency Board to sign the minutes of the meeting			
3. Reading and discussing the Annual Report of the Board of Directors and the Independent Audit Report for the year 2015			
4. Reading, discussing and voting the financial statements relating to the year 2015			
5. Release of the Members of the Board of Directors			
6. Discussing proposal of the Board of Directors on distribution of the profits of the year 2015			

7. Discussing and voting the Policy on Distribution of Profits for the year 2016			
8. Determination of the fees to be paid to the Members of the Board of Directors			
9. Election of the Independent Auditor according to article 399 of the Turkish Commercial Code			
10. Giving information regarding the donations made in 2015			
11. Setting an upper limit for donations to be made in 2016 within the framework of Banking Laws and Regulations and the Capital Markets Laws and Regulations			
12. Giving information regarding the Remuneration Policy			
13. Giving information regarding the issues within the scope of the principle no.1.3.6 of the Corporate Governance Principles of the CMB (Capital Markets Board)			

(*) Issues included in the agenda of the General Assembly, shall be indicated separately and respectively. If there is any other resolution draft of the minority, this shall also be indicated in order to provide voting by proxy accordingly.

2. Special instruction regarding other issues which may be discussed in the General Assembly meeting and especially, regarding exercise of minority rights

- a) Proxy shall be authorised to vote according to his/her opinion.
- b) Proxy shall not be authorised to represent regarding these issues.
- c) Proxy shall be authorised to vote according to the special instructions specified below.

SPECIAL INSTRUCTIONS; Special instructions to be given by the shareholder to the proxy, if any, shall be indicated here.

B) Shareholder shall select one of the following options and shall indicate the share which he/she wants to be represented by the proxy.

1. I approve that my shares, details of which are specified below, may be represented by the proxy.

- a) Scheme and Serial:*
- b) Number/Group:**
- c) Quantity-Nominal value:
- d) Whether it has any voting privilege:
- e) Bearer-Registered:*
- f) Rate to the total shares/voting rights held by the shareholder:

* This information is not demanded for shares traced as dematerialised shares.

** For shares traced as dematerialised shares, instead of number, information regarding the group, if any, shall be indicated.



2. I approve that my shares, specified in the list relating to shareholders who may attend the general assembly meeting, which is prepared by the MKK (Central Registry Agency) one day before the date of general assembly meeting; may be represented by the proxy.

NAME SURNAME or TRADENAME OF THE SHAREHOLDER (*)

Identification No/Tax No, Trade Registry and Number and MERSİS number:

Address:

(*) For shareholders who are foreigner, equivalent of said information, if any, must be presented.

SIGNATURE