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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)

THE SECOND EXTRAORDINARY GENERAL MEETING OF 2013 HELD ON 10 SEPTEMBER 2013 POLL RESULTS

Reference is made to the circular dated 26 July 2013 (the “**Circular**”) issued by Industrial and Commercial Bank of China Limited (the “**Bank**”) containing details of the resolutions tabled before the Second Extraordinary General Meeting of 2013 of the Bank (the “**EGM**”) for shareholders’ approval. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The board of directors (the “**Board**”) of the Bank announces that the EGM was held at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Tuesday, 10 September 2013 at 9:30 a.m..

At the EGM, all the proposed resolutions set out in the notice of the EGM dated 26 July 2013 were voted by poll.

The poll results in respect of the resolutions proposed at the EGM are as follows:

Ordinary resolutions		Total number of votes (%)		
		For	Against	Abstain
1	To consider and approve the payment of remuneration to directors and supervisors of the Bank for 2012.	284,475,658,400 (99.900759%)	85,200 (0.000030%)	282,511,871 (0.099211%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2	To consider and approve the election of Mr. Yi Xiquan as an independent non-executive director of the Bank.	284,411,124,809 (99.878096%)	74,197,256 (0.026056%)	272,933,406 (0.095848%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary resolutions		Total number of votes (%)		
		For	Against	Abstain
3	To consider and approve the election of Mr. Fu Zhongjun as a non-executive director of the Bank.	282,898,145,390 (99.346776%)	1,586,918,082 (0.557286%)	273,191,999 (0.095938%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

The total number of Shares entitling the holders to attend and vote on all the resolutions proposed at the EGM was 350,519,416,022 Shares. No Shareholders were entitled to attend but were required to abstain from voting in favour of the proposed resolutions pursuant to Rule 13.40 of the Listing Rules and no Shareholders were required pursuant to the Listing Rules to abstain from voting at the EGM. There were no restrictions on casting votes by any Shareholder on any of the proposed resolutions at the EGM. Shareholders and authorised proxies holding an aggregate of 284,758,255,471 Shares, representing 81.238939% of the total Shares with voting rights of the Bank, were present at the EGM. The holding of the EGM was in compliance with the requirements of the Company Law of the PRC and the Articles of the Bank.

Mr. Jiang Jianqing, Chairman of the Board, appointed Mr. Yi Huiman, Vice Chairman of the Board and President, to chair the EGM. There are 16 directors of the Bank, of whom 13 directors attended the EGM, and Mr. Jiang Jianqing, Chairman of the Board, Mr. Li Jun, a director, and Mr. Yao Zhongli, a director, were absent from the EGM due to other engagement; there are 6 supervisors of the Bank, of whom 4 supervisors attended the EGM, and Mr. Zhang Wei, a supervisor, and Mr. Meng Yan, a supervisor, were absent from the EGM due to other engagement; the secretary of the Board of the Bank attended the EGM. Candidate for independent non-executive director Mr. Yi Xiqun and candidate for non-executive director Mr. Fu Zhongjun were present at the EGM.

In compliance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited, the Bank's H share registrar, acted as scrutineer for the vote-taking.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR

The Bank announces that Mr. Yi Xiqun and Mr. Fu Zhongjun were, respectively, appointed as independent non-executive director and non-executive director of the Bank at the EGM. Please refer to the circular dated 26 July 2013 of the Bank for the biographical details of Mr. Yi Xiqun and Mr. Fu Zhongjun. The qualification of Mr. Yi Xiqun and Mr. Fu Zhongjun, respectively, as independent non-executive director and non-executive director the Bank is still subject to the approval of China Banking Regulatory Commission and their terms of office shall commence on the respective date when the approval is obtained.

LAWYERS' CERTIFICATION

King & Wood Mallesons Lawyers witnessed the EGM and issued a legal opinion certifying that the convening and procedures of the EGM conformed to the requirements of the law, administrative regulations and the Articles of the Bank. The attendees and the convener of the EGM were qualified and their qualifications were valid. The voting process and the voting results were lawful and valid.

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

Beijing, the PRC
10 September 2013

As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YI Huiman, Mr. LUO Xi and Mr. LIU Lixian as executive directors, Mr. HUAN Huiwu, Ms. WANG Xiaoya, Ms. GE Rongrong, Mr. LI Jun, Mr. WANG Xiaolan and Mr. YAO Zhongli as non-executive directors, Mr. XU Shanda, Mr. WONG Kwong Shing, Frank, Sir Malcolm Christopher McCARTHY, Mr. Kenneth Patrick CHUNG, Mr. OR Ching Fai and Mr. HONG Yongmiao as independent non-executive directors.