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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 FIRST EXTRAORDINARY GENERAL MEETING OF 2014 HELD ON 15 APRIL 2014 POLL RESULTS**

Reference is made to the circular dated 27 February 2014 (the “**Circular**”) issued by Industrial and Commercial Bank of China Limited (the “**Bank**”) containing details of the resolutions tabled before the First Extraordinary General Meeting of 2014 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, 15 April 2014 at 9:30 a.m..

At the EGM, all the proposed resolutions set out in the notice of the EGM dated 27 February 2014 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 election of Mr. Zhang Hongli as an executive director of the Bank.                                  | 279,377,382,005<br>(99.419313%) | 1,481,882,274<br>(0.527343%) | 149,902,094<br>(0.053344%) |
|                      | 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 fixed assets investment budget for 2014 of the Bank.  | 280,859,125,751<br>(99.946607%) | 73,980<br>(0.000026%)        | 149,966,642<br>(0.053367%) |
|                      | 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 351,389,705,517 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 281,009,166,373 Shares, representing 79.970802% 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, chaired the EGM. There are 15 directors of the Bank, of whom 15 directors attended the EGM; there are 6 supervisors of the Bank, of whom 4 supervisors attended the EGM, and Mr. Zhao Lin (chairman of the board of supervisors) and Mr. Zhang Wei were absent from the EGM due to other work arrangement; the secretary of the Board of the Bank attended the EGM and certain other members of senior management of the Bank were present at the EGM. Candidate for executive director Mr. Zhang Hongli was 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 EXECUTIVE DIRECTOR**

The Bank announces that Mr. Zhang Hongli was appointed as executive director of the Bank at the EGM. The qualification of Mr. Zhang Hongli as executive director the Bank is still subject to the approval of China Banking Regulatory Commission and his term of office shall commence on the 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 its procedures, the qualifications of attendees and convener, the voting process and other related matters of the EGM conformed to the requirements of the law, administrative regulations and the Articles of the Bank. The voting results were lawful and valid.

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

Beijing, the PRC  
15 April 2014

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