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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)

EXTRAORDINARY GENERAL MEETING HELD ON 29 NOVEMBER 2011 POLL RESULTS APPOINTMENT OF DIRECTORS AND SUPERVISOR

Reference is made to the circular dated 10 October 2011 and the supplemental circular dated 12 November 2011 of Industrial and Commercial Bank of China Limited (the “**Bank**”) (collectively the “**Circulars**”) containing details of the resolutions tabled before the Extraordinary General Meeting of the Bank for shareholders’ approval. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circulars.

The board of directors (the “**Board**”) of the Bank is pleased to announce that the EGM was held at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC at 9:30 a.m. on Tuesday, 29 November 2011.

At the EGM, the proposed resolutions set out in the notice of the EGM dated 10 October 2011 and the supplemental notice of the EGM dated 12 November 2011 (other than the resolution being withdrawn as stated in the supplemental notice of the EGM dated 12 November 2011) were voted by poll.

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

| Special resolution | | Total number of votes (%) | | |
|--------------------|--|-------------------------------|-------------------------|--------------------------|
| | | For | Against | Abstain |
| 1 | To approve the new issue of subordinated bonds on the terms and conditions as set out in the circular dated 10 October 2011. | 285,140,971,405 (99.9233%) | 27,492,780 (0.0096%) | 191,326,804 (0.0671%) |
| | As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution. | | | |

| Ordinary resolutions | | Total number of votes (%) | | |
|----------------------|---|-------------------------------|----------------------------|----------------------------|
| | | For | Against | Abstain |
| 2 | To consider and approve the appointment of Mr. Jiang Jianqing as executive director of the Bank. | 284,245,095,950 (99.6094%) | 1,026,743,274 (0.3598%) | 87,951,765 (0.0308%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 3 | To consider and approve the appointment of Mr. Yang Kaisheng as executive director of the Bank. | 283,740,652,588 (99.4326%) | 1,531,185,590 (0.5366%) | 87,952,811 (0.0308%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 4 | To consider and approve the appointment of Mr. Wong Kwong Shing, Frank as independent non-executive director of the Bank. | 284,708,771,178 (99.7719%) | 532,366,273 (0.1866%) | 118,653,538 (0.0415%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 5 | To consider and approve the appointment of Mr. Tian Guoqiang as independent non-executive director of the Bank. | 285,173,313,917 (99.9347%) | 81,689,774 (0.0286%) | 104,787,298 (0.0367%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 6 | To consider and approve the appointment of Ms. Wang Chixi as shareholder supervisor of the Bank. | 284,994,790,926 (99.8721%) | 276,067,118 (0.0967%) | 88,932,945 (0.0312%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 7 | To consider and approve the appointment of Mr. Huan Huiwu as non-executive director of the Bank. | 280,553,797,652 (98.3158%) | 1,851,390,297 (0.6488%) | 2,954,603,040 (1.0354%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 8 | To consider and approve the appointment of Ms. Wang Xiaoya as non-executive director of the Bank. | 280,568,540,581 (98.3210%) | 1,836,645,638 (0.6436%) | 2,954,604,770 (1.0354%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 9 | To consider and approve the appointment of Ms. Ge Rongrong as non-executive director of the Bank. | 280,066,164,059 (98.1449%) | 2,339,013,800 (0.8197%) | 2,954,613,130 (1.0354%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 10 | To consider and approve the appointment of Mr. Li Jun as non-executive director of the Bank. | 279,910,860,154 (98.0905%) | 2,494,316,659 (0.8741%) | 2,954,614,176 (1.0354%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |

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|----|---|-------------------------------|----------------------------|----------------------------|
| 11 | To consider and approve the appointment of Mr. Wang Xiaolan as non-executive director of the Bank. | 279,990,677,763 (98.1185%) | 2,414,508,456 (0.8461%) | 2,954,604,770 (1.0354%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | | |
| 12 | To consider and approve the appointment of Mr. Yao Zhongli as non-executive director of the Bank. | 280,335,381,795 (98.2393%) | 2,069,804,424 (0.7253%) | 2,954,604,770 (1.0354%) |
| | 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 for or against all the resolutions proposed at the EGM was 349,019,612,773. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the EGM. Shareholders and authorised proxies holding an aggregate of 285,359,790,989 shares, representing 81.7604% of the total issued share capital 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. The EGM was chaired by Mr. Yang Kaisheng, the Vice Chairman of the Board.

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

APPOINTMENT OF DIRECTORS

The Bank is pleased to announce that Mr. Jiang Jianqing and Mr. Yang Kaisheng were re-elected as executive directors of the Bank, Mr. Wong Kwong Shing, Frank was re-elected as independent non-executive director of the Bank and Mr. Huan Huiwu and Mr. Li Jun were re-elected as non-executive directors of the Bank at the EGM. Please refer to the Circulars of the Bank for details of each of the directors being re-elected as mentioned above. The appointments of Mr. Tian Guoqiang, Ms. Wang Xiaoya, Ms. Ge Rongrong, Mr. Wang Xiaolan and Mr. Yao Zhongli are subject to approval by the CBRC.

APPOINTMENT OF SUPERVISOR

The Bank is pleased to announce that Ms. Wang Chixi was re-elected as shareholder supervisor of the Bank at the EGM. Please refer to the circular dated 10 October 2011 of the Bank for details of Ms. Wang Chixi.

LAWYERS' CERTIFICATION

King & Wood PRC 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, PRC, 29 November 2011

As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YANG Kaisheng, Ms. WANG Lili and Mr. LI Xiaopeng as executive directors, Mr. HUAN Huiwu, Mr. GAO Jianhong, Ms. LI Chunxiang, Mr. LI Jun, Mr. LI Xiwen and Mr. WEI Fusheng as non-executive directors, Mr. LEUNG Kam Chung, Antony, Mr. QIAN Yingyi, Mr. XU Shanda, Mr. WONG Kwong Shing, Frank, Sir Malcolm Christopher McCARTHY and Mr. Kenneth Patrick CHUNG as independent non-executive directors.