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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 23 FEBRUARY 2012 POLL RESULTS

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 6 January 2012 (the “**Circular**”) containing details of the resolutions tabled before the first extraordinary general meeting of 2012 of the Bank for shareholders’ approval. Unless otherwise stated, capitalised 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 B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Thursday, 23 February 2012 at 9:30 a.m..

At the EGM, the proposed resolutions set out in the notice of the EGM dated 6 January 2012 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 Bank’s fixed assets investment budget for 2012.	288,130,698,223 (99.7944%)	399,307,254 (0.1383%)	194,211,706 (0.0673%)
	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 appointment of Mr. Or Ching Fai as an independent non-executive director of the Bank.	286,458,330,884 (99.2152%)	2,115,655,761 (0.7328%)	150,230,538 (0.0520%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

The qualification of Mr. Or Ching Fai as an independent non-executive director of the Bank is still subject to the approval of the China Banking Regulatory Commission and his appointment shall become effective from the date on which the approval has been obtained.

The total number of Shares entitling the holders to attend and vote on all the resolutions proposed at the EGM was 349,140,461,266 Shares. No Shareholders were entitled to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules and no Shareholders were required under the Listing Rules to abstain from voting at the EGM. 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 288,724,217,183 Shares, representing 82.6957% 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. Jiang Jianqing, the 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.

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, 23 February 2012

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, Ms. WANG Xiaoya, Ms. GE Rongrong, Mr. LI Jun, Mr. WANG Xiaolan and Mr. YAO Zhongli 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.