

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

ANNUAL GENERAL MEETING FOR THE YEAR 2011 HELD ON 31 MAY 2012 POLL RESULTS

Reference is made to the circular dated 16 April 2012 and the supplemental circular dated 16 May 2012 issued by Industrial and Commercial Bank of China Limited (the “**Bank**”) (collectively, the “**Circulars**”) containing details of the resolutions tabled before the Annual General Meeting for the year 2011 of the Bank (the “**AGM**”) 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 announces that the AGM was held at the Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong and at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC concurrently by video conference on Thursday, 31 May 2012 at 9:30 a.m..

At the AGM, all the proposed resolutions set out in the notice of the AGM dated 16 April 2012 and the supplemental notice of the AGM dated 16 May 2012 were voted by poll.

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

Ordinary resolutions		Total number of votes (%)		
		For	Against	Abstain
1	To consider and approve the 2011 Work Report of the Board of Directors of the Bank.	291,369,957,130 (99.9232%)	11,243,219 (0.0039%)	212,839,296 (0.0729%)
	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 2011 Work Report of the Board of Supervisors of the Bank.	291,369,962,947 (99.9232%)	11,244,265 (0.0039%)	212,832,433 (0.0729%)
	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 Bank's 2011 audited accounts.	291,386,509,861 (99.9288%)	10,747,408 (0.0037%)	196,782,376 (0.0675%)
	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 Bank's 2011 profit distribution plan.	291,408,490,215 (99.9364%)	2,227,362 (0.0008%)	183,322,068 (0.0628%)
	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 re-appointment of Ernst & Young and Ernst & Young Hua Ming as external auditors of the Bank for 2012 for the term from the passing of this resolution until the conclusion of the next annual general meeting and to fix the aggregate audit fees for 2012 at RMB165.6 million.	291,357,303,318 (99.9188%)	47,830,498 (0.0164%)	188,905,829 (0.0648%)
	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. Dong Juan as external supervisor of the Bank.	291,383,571,706 (99.9278%)	23,466,087 (0.0080%)	187,001,852 (0.0642%)
	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. Meng Yan as external supervisor of the Bank.	291,385,693,405 (99.9285%)	21,399,206 (0.0073%)	186,947,034 (0.0642%)
	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 Mr. Hong Yongmiao as an independent non-executive director of the Bank.	291,258,939,343 (99.8851%)	10,515,894 (0.0036%)	324,584,408 (0.1113%)
	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 payment of remuneration to directors and supervisors of the Bank for 2011.	291,264,802,165 (99.8871%)	6,614,004 (0.0023%)	322,623,476 (0.1106%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

The Bank announces that Ms. Dong Juan and Mr. Meng Yan were re-elected as external supervisors of the Bank at the AGM. Please refer to the circular dated 16 April 2012 of the Bank for details of Ms. Dong Juan and Mr. Meng Yan. The qualification of Mr. Hong Yongmiao 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 2011 profit distribution plan of the Bank was considered and approved at the AGM. A cash dividend of RMB2.03 per 10 Shares (pre-tax) will be paid by the Bank to holders of A Shares and H Shares whose names appear on the register of members after close of trading on Wednesday, 13 June 2012. The income tax withholding regulation and arrangement in relation to H Share dividend for the year 2011 is the same as the H Share dividend for the year 2010. The Bank shall make an announcement on a timely basis if there is any change to the relevant regulations or arrangements. The register of members of H Shares will be closed from Friday, 8 June 2012 to Wednesday, 13 June 2012 (both days inclusive). In order to be entitled to the dividend for the year 2011, holders of H Shares who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Rooms 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Thursday, 7 June 2012.

The total number of Shares entitling the holders to attend and vote on all the resolutions proposed at the AGM was 349,321,066,596 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 AGM. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM. Shareholders and authorised proxies holding an aggregate of 291,594,039,645 Shares, representing 83.4745% of the total Shares with voting rights of the Bank, were present at the AGM. The holding of the AGM was in compliance with the requirements of the Company Law of the PRC and the Articles of the Bank. The AGM 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 Mallesons Lawyers witnessed the AGM and issued a legal opinion certifying that the convening and procedures of the AGM conformed to the requirements of the law, administrative regulations and the Articles of the Bank. The attendees and the convener of the AGM 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, 31 May 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.