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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)

**FIRST EXTRAORDINARY GENERAL MEETING OF 2013
HELD ON 20 MARCH 2013 POLL RESULTS
RE-ELECTION OF INDEPENDENT NON-EXECUTIVE
DIRECTORS**

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 29 January 2013 (the “**Circular**”) containing details of the resolutions tabled before the first extraordinary general meeting of 2013 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 Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Wednesday, 20 March 2013 at 9:30 a.m..

At the EGM, the proposed resolutions set out in the notice of the EGM dated 29 January 2013 were voted by poll.

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

Ordinary resolutions		For		Against		Abstain	
		Total number of votes	Percentage (%)	Total number of votes	Percentage (%)	Total number of votes	Percentage (%)
1	To consider and approve the election of Sir Malcolm Christopher McCarthy as an independent non-executive director of the Bank.	283,464,572,865	99.0483359423	79,935,133	0.0279309750	2,643,614,365	0.9237330827
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. Kenneth Patrick Chung as an independent non-executive director of the Bank.	283,474,367,365	99.0517583415	70,141,633	0.0245089253	2,643,613,365	0.9237327332
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 Bank's 2013 fixed assets investment budget.	283,536,562,094	99.0734904555	9,406	0.0000032866	2,651,550,863	0.9265062579
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
Special resolution		For		Against		Abstain	
		Total number of votes	Percentage (%)	Total number of votes	Percentage (%)	Total number of votes	Percentage (%)
4	To approve the issue of eligible tier-2 capital instruments on the terms and conditions as set out in the circular dated 29 January 2013.	283,319,629,740	98.9976898415	196,880,548	0.0687941017	2,671,612,075	0.9335160568
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.							

The total number of Shares entitling the holders to attend and vote on all the resolutions proposed at the EGM was 349,642,605,237 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 286,188,122,363 Shares, representing 81.8516159291% 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.

Mr. Jiang Jianqing, Chairman, appointed Mr. Yang Kaisheng, Vice-Chairman, to chair the EGM. There are 16 directors of the Bank, of whom 14 directors attended the EGM, Mr. Jiang Jianqing, Chairman, and Mr. Li Xiaopeng were absent from the EGM due to other engagement. There are 7 supervisors of the Bank, of whom 7 supervisors attended the EGM. The secretary of the Board attended 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.

RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Bank is pleased to announce that Sir Malcolm Christopher McCarthy and Mr. Kenneth Patrick Chung were re-elected as independent non-executive directors of the Bank at the EGM. Please refer to the Circular for details of Sir Malcolm Christopher McCarthy and Mr. Kenneth Patrick Chung.

LAWYERS' CERTIFICATION

King & Wood Mallesons 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. 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, 20 March 2013

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. 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.