



# 中国工商银行

INDUSTRIAL AND COMMERCIAL BANK OF CHINA

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 21 MARCH 2007 POLL RESULTS

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “Bank”) dated 2 February 2007 (the “Circular”) in relation to, inter alia, the amended procedural rules, the purchase of directors’ and officers’ liability insurance, the allowance policy for the independent non-executive directors and external supervisors and the remuneration plan for the internal supervisors. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the EGM was held at The Westin Beijing Financial Street, 9B Financial Street, Xicheng District, Beijing, the People’s Republic of China at 9:30 a.m. on Wednesday, 21 March 2007.

At the EGM, all the proposed resolutions set out in the notice of the EGM dated 2 February 2007 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 approve the amended Procedural Rules of Shareholders’ General Meeting as set out in Appendix I to the Circular.	283,611,801,298 (99.9809%)	13,000 (0.000003%)	54,287,349 (0.0191%)
	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 approve the amended Procedural Rules of the Board as set out in Appendix II to the Circular.	283,611,761,298 (99.9808%)	13,000 (0.000003%)	54,327,349 (0.0192%)
	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 approve the amended Procedural Rules of the Supervisory Committee as set out in Appendix III to the Circular.	283,611,761,298 (99.9808%)	13,000 (0.000003%)	54,327,349 (0.0192%)
	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 approve the purchase of directors' and officers' liability insurance for the directors, supervisors and senior management of the Bank.	281,203,241,003 (99.1318%)	1,762,215,556 (0.6212%)	700,645,088 (0.2470%)
	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 approve the adoption of the standard policy for determining the amount of allowance to be paid to the independent non-executive directors and external supervisors of the Bank.	283,666,047,147 (99.999984%)	54,500 (0.000016%)	0 (0%)
	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 approve the adoption of the remuneration plan for the internal supervisors of the Bank.	283,666,049,747 (99.999985%)	44,500 (0.000013%)	7,400 (0.000002%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

As at the date of the EGM, the number of issued shares of the Bank was 334,018,850,026 shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed 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 283,666,101,647 shares, representing 84.92% 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 and the Articles. The EGM was chaired by Mr. Jiang Jianqing, the Chairman of the Board.

In accordance 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

As certified and stated in the legal opinion issued by King & Wood, 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, 21 March 2007

*As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YANG Kaisheng, Mr. ZHANG Furong, and Mr. NIU Ximing as executive directors, Mr. FU Zhongjun, Mr. KANG Xuejun, Mr. SONG Zhigang, Mr. WANG Wenyan, Ms. ZHAO Haiying, Mr. ZHONG Jian'an and Mr. Christopher A. COLE as non-executive directors, Mr. LEUNG Kam Chung, Antony, Mr. John L. THORNTON, and Mr. QIAN Yingyi as independent non-executive directors.*

*Please also refer to the published version of this announcement in **South China Morning Post**.*