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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)

SECOND EXTRAORDINARY GENERAL MEETING OF 2012 HELD ON 5 NOVEMBER 2012 POLL RESULTS

Reference is made to (1) the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 14 September 2012 (the “**Circular**”) containing details of the resolutions tabled before the second extraordinary general meeting of 2012 of the Bank (the “**EGM**”) for shareholders’ approval; and (2) the announcement of the Bank dated 18 October 2012 in relation to, among others, the postponement of the EGM. 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 Monday, 5 November 2012 at 9:30 a.m..

At the EGM, the proposed resolutions set out in the notice of the EGM dated 14 September 2012 were voted by poll.

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

Special resolution	For		Against		Abstain	
	Total number of votes	Percentage (%)	Total number of votes	Percentage (%)	Total number of votes	Percentage (%)
1 To consider and approve the proposed amendments to the Articles of Association of Industrial and Commercial Bank of China Limited as set out in Appendix I to the circular of the Bank dated 14 September 2012 and to authorize the Chairman and the President to make further adjustments or amendments according to the regulators’ recommendations on amendments.	292,411,107,477	99.9133	11,994,934	0.0041	241,705,478	0.0826
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 amendments to the Articles of Association of the Bank are still subject to and shall become effective upon receiving the approval of the China Banking Regulatory Commission.						

Ordinary resolutions		For		Against		Abstain	
		Total number of votes	Percentage (%)	Total number of votes	Percentage (%)	Total number of votes	Percentage (%)
2	To consider and approve the 2012-2014 Capital Planning of Industrial and Commercial Bank of China as set out in Appendix II to the circular of the Bank dated 14 September 2012.	292,055,711,482	99.7919	402,141,604	0.1374	206,954,803	0.0707
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 KPMG Huazhen as external auditors of the Bank for 2013 and to fix the aggregate audit fees for 2013 at RMB133.6 million, among which RMB77.51 million will be paid for annual audit, RMB35.48 million for interim review, RMB4.64 million each for agreed-upon procedures of financial information of the first and third quarters and RMB11.33 million for internal control audit.	292,407,586,560	99.9121	48,300,595	0.0165	208,920,734	0.0714
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 on all the resolutions proposed at the EGM was 349,321,244,671 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 292,664,807,889 Shares, representing 83.7810% 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 of the Bank. The EGM was chaired by Mr. Jiang Jianqing, the Chairman of the Board.

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.

APPOINTMENT OF EXTERNAL AUDITORS FOR 2013

KPMG Huazhen has been appointed as external auditors of the Bank for 2013.

The current external auditors of the Bank, Ernst & Young and Ernst & Young Hua Ming, will continue to provide relevant services to the Bank as external auditors of the Bank for 2012. Ernst & Young and Ernst & Young Hua Ming have respectively confirmed to the Bank that there was no matter regarding their non-re-engagement as external auditors of the Bank that should be brought to the attention of the holders of securities of the Bank. Save as disclosed in the Circular, the Bank was not aware of any other matter in relation to the non-re-engagement that should be brought to the attention of the holders of securities of the Bank.

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, 5 November 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. 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.