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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)

## ANNUAL GENERAL MEETING FOR THE YEAR 2012 HELD ON 7 JUNE 2013 POLL RESULTS

Reference is made to the circular dated 23 April 2013 and the supplemental circular dated 23 May 2013 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 2012 of the Bank (the “**AGM**”) for shareholders’ approval. Unless otherwise stated, capitalized 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 Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC concurrently by video conference on Friday, 7 June 2013 at 9:30 a.m..

At the AGM, all the proposed resolutions set out in the notice of the AGM dated 23 April 2013 and the supplemental notice of the AGM dated 23 May 2013 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 2012 Work Report of the Board of Directors of the Bank.	283,458,363,066 (99.8826%)	17,437,143 (0.0061%)	315,675,153 (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.				
2	To consider and approve the 2012 Work Report of the Board of Supervisors of the Bank.	283,458,403,338 (99.8826%)	17,418,339 (0.0061%)	315,653,685 (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.				

3	To consider and approve the Bank's 2012 audited accounts.	283,458,299,311 (99.8826%)	17,421,326 (0.0061%)	315,754,725 (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.				
4	To consider and approve the Bank's 2012 profit distribution plan.	283,499,877,629 (99.8972%)	33,429 (0.0000%)	291,564,304 (0.1028%)
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 proposal on launching the engagement of accounting firm for 2013.	283,498,648,118 (99.8968%)	1,359,744 (0.0005%)	291,467,500 (0.1027%)
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 Mr. Yi Huiman as an executive director of the Bank.	281,560,493,462 (99.2139%)	1,918,829,145 (0.6761%)	312,152,755 (0.1100%)
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. Luo Xi as an executive director of the Bank.	281,737,746,346 (99.2763%)	1,741,561,656 (0.6137%)	312,167,360 (0.1100%)
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. Liu Lixian as an executive director of the Bank.	282,225,153,720 (99.4481%)	1,254,125,951 (0.4419%)	312,195,691 (0.1100%)
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 AGM was 349,642,637,061 Shares. No Shareholders were entitled to attend but were required to abstain from voting in favour of the proposed resolutions pursuant to Rule 13.40 of the Listing Rules and no Shareholders were required pursuant to the Listing Rules to abstain from voting at the AGM. There were no restrictions on casting votes by any Shareholder on any of the proposed resolutions at the AGM. Shareholders and authorised proxies holding an aggregate of 283,791,475,362 Shares, representing 81.1662% 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. There are 13 directors of the Bank, of whom 13 directors attended the AGM; there are 7 supervisors of the Bank, of whom 7 supervisors attended the AGM; the secretary of the Board of the Bank attended the AGM. Candidates for executive directors Mr. Yi Huiman, Mr. Luo Xi and Mr. Liu Lixian were present at the AGM.

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.

## **APPOINTMENTS OF EXECUTIVE DIRECTORS**

The Bank announces that Mr. Yi Huiman, Mr. Luo Xi and Mr. Liu Lixian were appointed as executive directors of the Bank at the AGM. Please refer to the supplemental circular dated 23 May 2013 of the Bank for the biographical details of Mr. Yi Huiman, Mr. Luo Xi and Mr. Liu Lixian. The qualification of Mr. Yi Huiman, Mr. Luo Xi and Mr. Liu Lixian, respectively, as executive director of the Bank is still subject to the approval of the China Banking Regulatory Commission and their terms of office shall, respectively, commence on the date when the respective approval is obtained.

## **PROFIT DISTRIBUTION**

The 2012 profit distribution plan of the Bank was considered and approved at the AGM. A cash dividend of RMB2.39 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 Tuesday, 25 June 2013. The income tax withholding regulation and arrangement in relation to H Share dividend for the year 2012 is the same as that to H Share dividend for the year 2011. The Bank shall make an announcement in due course if there is any change to the relevant regulations or arrangements. The register of members of H Shares will be closed from Wednesday, 19 June 2013 to Tuesday, 25 June 2013 (both days inclusive). In order to be entitled to the dividend for the year 2012, 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 Tuesday, 18 June 2013.

## **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, 7 June 2013

*As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing as executive director, 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.*