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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 2008 HELD ON 25 MAY 2009 POLL RESULTS APPOINTMENT AND RETIREMENT OF SUPERVISORS

The board of directors (the “**Board**”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) is pleased to announce that the Annual General Meeting for the year 2008 of the Bank (“**AGM**”) was held at the Four Seasons 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 at 9:30 a.m. on Monday, 25 May 2009.

At the AGM, all the proposed resolutions set out in the notice of the AGM dated 9 April 2009 and the supplemental notice of the AGM dated 11 May 2009 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 2008 Work Report of the Board of Directors of the Bank.	283,218,585,983 (99.9798%)	27,499,000 (0.0097%)	29,720,014 (0.0105%)
	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 2008 Work Report of the Board of Supervisors of the Bank.	283,235,829,983 (99.9859%)	7,203,000 (0.0025%)	32,772,014 (0.0116%)
	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 2008 audited accounts.	282,011,339,983 (99.5536%)	7,221,500 (0.0025%)	1,257,243,514 (0.4439%)
	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 2008 profit distribution plan.	283,251,114,997 (99.9913%)	6,049,500 (0.0021%)	18,640,500 (0.0066%)
	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 Bank's 2009 fixed assets investment budget.	283,244,898,497 (99.9891%)	6,026,000 (0.0021%)	24,880,500 (0.0088%)
	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 re-appoint Ernst & Young as international auditors of the Bank for 2009 and Ernst & Young Hua Ming as domestic auditors of the Bank for 2009 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 2009 at RMB153 million (including but not limited to disbursements such as travelling expenses, accommodation expenses and telecommunications charges).	283,237,004,083 (99.9863%)	16,743,414 (0.0059%)	22,057,500 (0.0078%)
	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 remuneration calculations for directors and supervisors of the Bank for 2008.	280,023,686,489 (98.8520%)	6,880,000 (0.0024%)	3,245,238,508 (1.1456%)
	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		Total number of votes (%)		
		For	Against	Abstain
8	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 9 April 2009 and to authorise the Board of Directors of the Bank to make amendments to the Articles of Association of the Bank which may be necessary as China Banking Regulatory Commission and other regulatory authorities may require.	283,262,573,997 (99.9953%)	8,127,000 (0.0029%)	5,104,000 (0.0018%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				
Ordinary resolutions		Total number of votes (%)		
		For	Against	Abstain
9	To consider and approve the proposed amendments to the Rules of Procedures for Shareholders' General Meeting of Industrial and Commercial Bank of China Limited as set out in Appendix II to the circular of the Bank dated 9 April 2009 and to authorise the Board of Directors of the Bank to make corresponding amendments to the Rules of Procedures for the Shareholders' General Meeting pursuant to the Articles of Association of the Bank as finally approved.	283,263,773,997 (99.9958%)	7,331,500 (0.0026%)	4,719,500 (0.0016%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

10	To consider and approve the proposed amendments to the Rules of Procedures for the Board of Directors of Industrial and Commercial Bank of China Limited as set out in Appendix III to the circular of the Bank dated 9 April 2009 and to authorise the Board of Directors of the Bank to make corresponding amendments to the Rules of Procedures for the Board of Directors pursuant to the Articles of Association of the Bank as finally approved.	283,263,801,997 (99.9958%)	7,221,000 (0.0025%)	4,782,000 (0.0017%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
11	To consider and approve the proposed amendments to the Rules of Procedures for the Board of Supervisors of Industrial and Commercial Bank of China Limited as set out in Appendix IV to the circular of the Bank dated 9 April 2009 and to authorise the Board of Supervisors to make corresponding amendments to the Rules of Procedures for the Board of Supervisors pursuant to the Articles of Association of the Bank as finally approved.	283,263,794,997 (99.9958%)	7,216,000 (0.0025%)	4,794,000 (0.0017%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
12	To consider and appoint Ms. Dong Juan as an external supervisor of the Bank.	269,755,975,342 (95.2273%)	204,526,625 (0.0722%)	13,315,303,030 (4.7005%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
13	To consider and appoint Mr. Meng Yan as an external supervisor of the Bank.	269,755,973,342 (95.2273%)	204,524,625 (0.0722%)	13,315,307,030 (4.7005%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary 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.

As at the date of the AGM, 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 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 283,275,804,997 shares, representing 84.8083% of the total issued share capital 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 Association 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.

APPOINTMENT OF SUPERVISORS

The Bank is pleased to announce that Ms. Dong Juan and Mr. Meng Yan were appointed as external supervisors of the Bank at the AGM. The particulars of the newly elected supervisors are set out below:

DONG Juan (董娟), female, PRC national, was born in May 1952. Ms. Dong Juan is currently the Chairman of the Board of Directors of Grandchina International Consulting Co., Ltd.. She previously served several positions including the Deputy Head and Head of the Foreign Trade Division of Commerce and Trade Department of the Ministry of Finance from 1984 to 1994, Director-General of the Enterprise Affairs Department of the State Administration of State-owned Assets from 1994 to 1998 and Director-General of the Evaluation Department of the Ministry of Finance from 1998 to 2000. At present, Ms. Dong Juan concurrently serves as the independent director of Shanghai Qiangsheng Holding Co., Ltd., Sinotex Investment & Development Co., Ltd., Huda Technology & Education Development Co., Ltd. and The Ming An (Holdings) Company Limited. Ms. Dong Juan graduated from the Trade and Economics Department of the Shanxi College of Finance and Economics in 1978 and graduated from the Monetary Banking Department of Dongbei University of Finance and Economics with a Master's degree in economics in 1997. Ms. Dong Juan holds the qualification of Certified Public Accountant (non-practising member).

MENG Yan (孟焰), male, PRC national, was born in August 1955. Mr. Meng Yan is currently the Dean, Professor and Supervisor of doctorate students in the Department of Accountancy of Central University of Finance and Economics, the Executive Director of the Accounting Society of China, China Audit Society and the Banking Accounting Society of China, the member of the Steering Committee on Teaching and Learning of Business Administration Disciplines of Higher Education Institutions under the Ministry of Education and the member of the National Accounting Master Education Steering Committee. From 1982 he worked for Central University of Finance and Economics and served as the Deputy Director, Director, Lecturer and Associate Professor of the Department of Accountancy. He was also the Expert Consultant of the Accounting Standards Committee of the Ministry of Finance for accounting standards, the Expert Consultant of the Ministry of Finance for independent auditing standards and the Expert Consultant of the Ministry of Finance for enterprise performance evaluation. At present, Mr. Meng Yan concurrently serves as the independent director of China Merchants Property Development Company, Beijing North Star

Company Limited, Beijing Bashi Media Co., Ltd. and Jolimark Holdings Limited. Mr. Meng Yan graduated from the Research Institute for Fiscal Science of the Ministry of Finance with a Doctorate degree in economics and also received the special government allowance from the State Council in 1997.

Except as stated above, none of the above supervisors has held any other directorships in any listed public companies in the last three years. Further, none of the above supervisors has any relationship with any directors, senior management or substantial shareholders or controlling shareholders of the Bank and none of them has any interests in the shares of the Bank within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance. According to the Articles of Association of the Bank, the term of each supervisor is 3 years and supervisors are eligible for re-election upon completion of their term. Pursuant to the Articles of Association of the Bank, the remuneration of external supervisors shall be determined by the shareholders' general meeting. Each year, a remuneration plan for directors and supervisors of the Bank will be submitted to the board of directors of the Bank for consideration and such plan is subject to approval by shareholders' general meeting.

Save as disclosed herein, there are no other matters relating to the above supervisors need to be brought to the attention of the shareholders of the Bank nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

RETIREMENT OF SUPERVISORS

Ms. Dong Juan and Mr. Meng Yan have been appointed the external supervisors of the Bank, and at the same time, pursuant to the laws and regulations of the People's Republic of China and the relevant provisions of the Articles of Association of the Bank, Mr. Wang Daocheng and Mr. Miao Gengshu, being the existing supervisors of the Bank, have ceased to act as the supervisors of the Bank with effect from 25 May 2009. Each of Mr. Wang Daocheng and Mr. Miao Gengshu has confirmed that there is no disagreement with the Bank and the board of supervisors of the Bank and there is no matter relating to their retirements that needs to be brought to the attention of the shareholders and creditors of the Bank.

Mr. Wang Daocheng and Mr. Miao Gengshu performed their duties diligently and conscientiously since they joined the board of supervisors of the Bank in 2005 and have made strenuous efforts to and played an important part in, among other things, establishing and refining corporate governance system, promoting internal control, standardising the Bank's operations, and upholding the interests of the Bank, the shareholders and the employees. The board of supervisors of the Bank would like to express its sincere gratitude to Mr. Wang Daocheng and Mr. Miao Gengshu for their outstanding contributions to the Bank during their tenure of service.

LAWYERS' CERTIFICATION

As certified and stated in the legal opinion issued by King & Wood, the convening and procedures of the AGM conformed to the requirements of the law, administrative regulations and the Articles of Association 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, 25 May 2009

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. HUAN Huiwu, Mr. GAO Jianhong, Ms. LI Chunxiang, Mr. LI Jun, Mr. LI Xiwen, Mr. WEI Fusheng and Mr. Christopher A. COLE as non-executive directors, Mr. LEUNG Kam Chung, Antony, Mr. QIAN Yingyi, Mr. XU Shanda and Mr. WONG Kwong Shing, Frank as independent non-executive directors.