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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)

EXTRAORDINARY GENERAL MEETING HELD ON 27 NOVEMBER 2009 POLL RESULTS

Reference is made to the circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 12 October 2009 (the “**Circular**”) in relation to the possible voluntary tender offer for all shares of ACL BANK Public Company Limited and the proposed election of directors. 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 is pleased to announce that the EGM was held at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC at 9:30 a.m. on Friday, 27 November 2009.

At the EGM, all the proposed resolutions set out in the notice of the EGM dated 12 October 2009 were voted by poll.

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

Special resolution		Total number of votes (%)		
		For	Against	Abstain
1	To consider the acquisition of ACL BANK Public Company Limited and approve the implementation of the Voluntary Tender Offer and the Delisting Offer by the Bank on the terms and conditions as referred to in the Circular.	276,034,365,756 (99.9768%)	31,754,000 (0.0115%)	32,165,196 (0.0117%)
	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
2	To consider and appoint Sir Malcolm Christopher McCarthy as an independent non-executive director of the Bank.	262,862,214,628 (95.2060%)	55,236,000 (0.0200%)	13,180,834,324 (4.7740%)
	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 appoint Mr. Kenneth Patrick Chung as an independent non-executive director of the Bank.	262,831,865,711 (95.1950%)	55,262,000 (0.0200%)	13,211,157,241 (4.7850%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

The appointment of Sir Malcolm Christopher McCarthy and Mr. Kenneth Patrick Chung is still subject to the approval of the China Banking Regulatory Commission and such appointment shall become effective from the date on which the approval from the China Banking Regulatory Commission in relation to the qualification of Sir Malcolm Christopher McCarthy and Mr. Kenneth Patrick Chung has been obtained.

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 276,098,284,952 shares, representing 82.6595% 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 of the PRC and the Articles of Association of the Bank. The EGM 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.

LAWYERS' CERTIFICATION

King & Wood PRC Lawyers 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 of Association of the Bank. 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, 27 November 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 and Mr. WEI Fusheng 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.