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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 2009  
HELD ON 18 MAY 2010 POLL RESULTS**

Reference is made to the circular and the supplemental circular of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 2 April 2010 and 4 May 2010, respectively, (collectively, the “**Circulars**”) containing details of the resolutions tabled before the Annual General Meeting for the year 2009 of the Bank (the “**AGM**”) for shareholders’ approval. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circulars.

The board of directors (the “**Board**”) of the Bank is pleased to announce that the AGM was held at the Grand Ballroom, Grand Hyatt Hong Kong, 1 Harbour Road, 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 2:30 p.m. on Tuesday, 18 May 2010.

At the AGM, all the proposed resolutions set out in the notice of the AGM dated 2 April 2010 and the supplemental notice of the AGM dated 4 May 2010 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	Abstained
1	To consider and approve the 2009 Work Report of the Board of Directors of the Bank.	289,962,786,949 (99.9746%)	14,535,121 (0.0050%)	59,277,347 (0.0204%)
	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 2009 Work Report of the Board of Supervisors of the Bank.	289,963,659,629 (99.9749%)	14,591,539 (0.0050%)	58,348,249 (0.0201%)
	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 2009 audited accounts.	288,022,519,221 (99.3056%)	14,533,739 (0.0050%)	1,999,546,457 (0.6894%)
	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 2009 profit distribution plan.	290,013,567,124 (99.9921%)	14,295,522 (0.0049%)	8,736,771 (0.0030%)
	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 re-appointment of Ernst & Young and Ernst & Young Hua Ming as auditors of the Bank for 2010 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 2010 at RMB159.60 million.	290,002,037,462 (99.9881%)	24,336,483 (0.0084%)	10,225,472 (0.0035%)
	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 Capital Management Plan of the Industrial and Commercial Bank of China Limited for Years 2010 to 2012 as set out in Appendix 1 to the circular of the Bank dated 2 April 2010.	289,985,813,828 (99.9825%)	28,831,421 (0.0099%)	21,954,168 (0.0076%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Special Resolutions		Total number of votes (%)		
		For	Against	Abstained
7	<p>To consider and approve the proposal in respect of general mandate to issue H Shares and A Share convertible corporate bonds as set out in the circular of the Bank dated 2 April 2010.</p> <p>Pursuant to the general mandate as approved at the AGM, the company may authorise, issue and deal with newly issued shares of not exceeding 20% of the respective amounts of the existing A shares and H shares of the company as at the date of the AGM and/or options (including warrants, convertible bonds and any other securities carrying rights of subscription for or conversion into shares).</p>	289,260,270,290 (99.7323%)	764,692,367 (0.2637%)	11,636,760 (0.0040%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
8	<p>To consider and individually approve each of the following items in respect of the proposed public issuance and listing of the A Share convertible corporate bonds as set out in Appendix 2 to the circular of the Bank dated 2 April 2010 and the implementation of these resolutions subject to approvals of relevant applications having been granted by the relevant governmental authorities in the People's Republic of China:</p>			
	(1) Type of securities to be issued	289,922,226,328 (99.9606%)	56,489,022 (0.0195%)	57,884,067 (0.0199%)
	(2) Issue size	289,922,207,428 (99.9606%)	55,759,822 (0.0192%)	58,632,167 (0.0202%)
	(3) Nominal value and issue price	289,922,186,410 (99.9606%)	55,813,240 (0.0192%)	58,599,767 (0.0202%)
	(4) Term	289,922,203,510 (99.9606%)	55,751,540 (0.0192%)	58,644,367 (0.0202%)

(5) Interest rate	289,921,807,410 (99.9604%)	55,080,839 (0.0190%)	59,711,168 (0.0206%)
(6) Timing and method of interest payment	289,922,204,528 (99.9606%)	54,619,021 (0.0188%)	59,775,868 (0.0206%)
(7) Conversion period	289,939,002,328 (99.9664%)	37,818,121 (0.0130%)	59,778,968 (0.0206%)
(8) Method of determining the number of Shares for conversion	289,922,181,328 (99.9606%)	54,619,121 (0.0188%)	59,798,968 (0.0206%)
(9) Determination and adjustment of CB Conversion Price	289,922,184,328 (99.9606%)	54,618,321 (0.0188%)	59,796,768 (0.0206%)
(10) Downward adjustment to CB Conversion Price	289,922,183,910 (99.9606%)	55,057,039 (0.0190%)	59,358,468 (0.0204%)
(11) Terms of redemption	289,922,183,528 (99.9606%)	54,566,621 (0.0188%)	59,849,268 (0.0206%)
(12) Terms of sale back	289,922,183,510 (99.9606%)	54,567,639 (0.0188%)	59,848,268 (0.0206%)
(13) Dividend rights of the year of conversion	289,922,152,628 (99.9605%)	54,567,721 (0.0188%)	59,879,068 (0.0207%)
(14) Method of issuance and target investors	289,905,171,428 (99.9547%)	71,580,621 (0.0247%)	59,847,368 (0.0206%)
(15) Subscription arrangement for the existing holders of A Shares	289,938,628,510 (99.9662%)	38,170,539 (0.0132%)	59,800,368 (0.0206%)
(16) CB Holders and CB Holders' meetings	289,922,181,510 (99.9606%)	54,570,639 (0.0188%)	59,847,268 (0.0206%)
(17) Use of proceeds from the issuance of the Convertible Bonds	289,922,187,628 (99.9606%)	54,562,721 (0.0188%)	59,849,068 (0.0206%)
(18) Special provisions in relation to supplementary capital	289,922,183,528 (99.9606%)	54,566,521 (0.0188%)	59,849,368 (0.0206%)
(19) Security	289,922,083,410 (99.9605%)	54,566,639 (0.0188%)	59,949,368 (0.0207%)
(20) The validity period of the resolution in respect of the issuance of the Convertible Bonds	289,922,094,528 (99.9605%)	54,566,521 (0.0188%)	59,938,368 (0.0207%)
(21) Matters relating to authorisation in connection with the issuance of the Convertible Bonds	289,921,956,628 (99.9605%)	54,569,521 (0.0188%)	60,073,268 (0.0207%)
As more than two-thirds of the votes were cast in favour of each of the above resolutions 8(1) to 8(21), these resolution were duly passed as special resolutions.			

Ordinary Resolutions		Total number of votes (%)		
		For	Against	Abstained
9	To consider and approve the Feasibility Analysis Report on Use of Proceeds from the Public Issuance of A Share Convertible Corporate Bonds as set out in Appendix 3 to the circular of the Bank dated 2 April 2010.	289,921,879,228 (99.9604%)	54,302,021 (0.0187%)	60,418,168 (0.0209%)
	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 Report on Utilisation of Proceeds from Previous Issuances as set out in Appendix 4 to the circular of the Bank dated 2 April 2010.	289,962,504,828 (99.9745%)	54,509,921 (0.0188%)	19,584,668 (0.0067%)
	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	Abstained
11	To consider and approve the revised Plan on Authorisation of the Shareholders' General Meeting to the Board of Directors as set out in Appendix 1 to the supplemental circular of the Bank dated 4 May 2010.	284,168,025,276 (97.9766%)	1,044,704,030 (0.3602%)	4,823,870,111 (1.6632%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

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 290,036,599,417 shares, representing 86.8324% 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.

## LAWYERS' CERTIFICATION

King & Wood PRC 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 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, 18 May 2010

*As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YANG Kaisheng, Mr. ZHANG Furong and Ms. WANG Lili 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, Mr. WONG Kwong Shing, Frank, Sir Malcolm Christopher McCARTHY and Mr. Kenneth Patrick CHUNG as independent non-executive directors.*