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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 2010,  
FIRST A SHAREHOLDERS CLASS MEETING OF 2010 AND  
FIRST H SHAREHOLDERS CLASS MEETING OF 2010  
HELD ON 21 SEPTEMBER 2010  
POLL RESULTS**

The Board is pleased to announce that:

**A. POLL RESULTS FOR THE SECOND EXTRAORDINARY  
GENERAL MEETING OF 2010**

All the proposed resolutions set out in the notice of the Second Extraordinary General Meeting of 2010 dated 29 July 2010, the supplemental notice of the Second Extraordinary General Meeting of 2010 dated 27 August 2010 and the second supplemental notice of the Second Extraordinary General Meeting of 2010 dated 7 September 2010 were duly passed at the Second Extraordinary General Meeting of 2010.

**B. POLL RESULTS FOR THE FIRST A SHAREHOLDERS CLASS  
MEETING OF 2010**

All the proposed resolutions set out in the notice of the First A Shareholders Class Meeting of 2010 dated 29 July 2010 were duly passed at the First A Shareholders Class Meeting of 2010.

**C. POLL RESULTS FOR THE FIRST H SHAREHOLDERS CLASS  
MEETING OF 2010**

All the proposed resolutions set out in the notice of the First H Shareholders Class Meeting of 2010 dated 29 July 2010 were duly passed at the First H Shareholders Class Meeting of 2010.

Reference is made to the circular dated 29 July 2010, the supplemental circular dated 27 August 2010 and the supplemental circular dated 7 September 2010 of Industrial and Commercial Bank of China Limited (the “**Bank**”) (collectively, the “**Circulars**”) containing details of the resolutions tabled before the Second Extraordinary General Meeting of 2010 and the First H Shareholders Class Meeting of 2010 of the Bank for shareholders’ approval. Please refer to relevant documents published on the website of the Shanghai Stock Exchange (www.sse.com.cn) for meeting materials of the First A Shareholders Class Meeting of 2010 of the Bank. 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 Second Extraordinary General Meeting of 2010, the First A Shareholders Class Meeting of 2010 and the First H Shareholders Class Meeting of 2010 of the Bank were held at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC at 2:30 p.m. on Tuesday, 21 September 2010.

## **A. POLL RESULTS FOR THE SECOND EXTRAORDINARY GENERAL MEETING OF 2010**

At the Second Extraordinary General Meeting of 2010, all the proposed resolutions set out in the notice of the Second Extraordinary General Meeting of 2010 dated 29 July 2010, the supplemental notice of the Second Extraordinary General Meeting of 2010 dated 27 August 2010 and the second supplemental notice of the Second Extraordinary General Meeting of 2010 dated 7 September 2010 were voted by poll.

The poll results in respect of the resolutions proposed at the Second Extraordinary General Meeting of 2010 are as follows:

Special Resolutions		Total number of votes (%)		
		For	Against	Abstained
1	To consider and individually approve each of the following resolutions on the proposed Rights Issue of A Shares and H Shares by the Bank:			
	1.1 Types and nominal value of securities to be issued	290,155,906,409 (99.9422%) Of which: 237,349,832,828 shares are A Shares and 52,806,073,581 shares are H Shares	66,826,210 (0.0230%) Of which: 3,964,210 shares are A Shares and 62,862,000 shares are H Shares	100,974,792 (0.0348%) Of which: 850,784 shares are A Shares and 100,124,008 shares are H Shares
	1.2 Proportion and number of Shares to be issued	290,155,899,109 (99.9422%) Of which: 237,349,822,528 shares are A Shares and 52,806,076,581 shares are H Shares	66,819,910 (0.0230%) Of which: 3,942,910 shares are A Shares and 62,877,000 shares are H Shares	100,988,392 (0.0348%) Of which: 882,384 shares are A Shares and 100,106,008 shares are H Shares
	1.3 Subscription Price and the basis for price determination	290,155,897,609 (99.9422%) Of which: 237,349,820,028 shares are A Shares and 52,806,077,581 shares are H Shares	66,900,010 (0.0230%) Of which: 4,023,010 shares are A Shares and 62,877,000 shares are H Shares	100,909,792 (0.0348%) Of which: 804,784 shares are A Shares and 100,105,008 shares are H Shares
	1.4 Target subscribers for the Rights Issue	290,155,922,909 (99.9422%) Of which: 237,349,829,328 shares are A Shares and 52,806,093,581 shares are H Shares	66,763,510 (0.0230%) Of which: 3,901,510 shares are A Shares and 62,862,000 shares are H Shares	101,020,992 (0.0348%) Of which: 916,984 shares are A Shares and 100,104,008 shares are H Shares

Special Resolutions		Total number of votes (%)		
		For	Against	Abstained
1.5	Amount and use of proceeds	290,150,644,113 (99.9404%) Of which: 237,349,819,728 shares are A Shares and 52,800,824,385 shares are H Shares	66,770,910 (0.0230%) Of which: 3,908,910 shares are A Shares and 62,862,000 shares are H Shares	106,292,388 (0.0366%) Of which: 919,184 shares are A Shares and 105,373,204 shares are H Shares
1.6	Effective period of the resolutions	290,155,912,309 (99.9422%) Of which: 237,349,819,728 shares are A Shares and 52,806,092,581 shares are H shares	66,760,910 (0.0230%) Of which: 3,898,910 shares are A Shares and 62,862,000 shares are H shares	101,034,192 (0.0348%) Of which: 929,184 shares are A Shares and 100,105,008 shares are H shares
1.7	Authorisation for the Rights Issue	290,155,894,709 (99.9422%) Of which: 237,349,819,128 shares are A Shares and 52,806,075,581 Shares are H shares	66,785,910 (0.0230%) Of which: 3,908,910 shares are A Shares and 62,877,000 Shares are H shares	101,026,792 (0.0348%) Of which: 919,784 shares are A Shares and 100,107,008 Shares are H shares
As more than two-thirds of the votes were cast in favour of each of the above resolutions 1.1 to 1.7, these resolutions were duly passed as special resolutions.				

Ordinary Resolutions		Total number of votes (%)		
		For	Against	Abstained
2	To consider and approve the arrangements for the accumulated undistributed profits of the Bank prior to the completion of the Rights Issue of A Shares and H Shares.	277,033,547,293 (95.4223%) Of which: 237,349,477,028 shares are A Shares and 39,684,070,265 shares are H Shares	64,396,610 (0.0222%) Of which: 1,954,610 shares are A Shares and 62,442,000 shares are H Shares	13,225,763,508 (4.5555%) Of which: 3,216,184 shares are A Shares and 13,222,547,324 shares are H Shares
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 Feasibility Analysis Report on Use of Proceeds from the Rights Issue of A Shares and H Shares as set out in Appendix I to the circular of the Bank dated 29 July 2010.	277,027,522,996 (95.4202%) Of which: 237,349,142,927 shares are A Shares and 39,678,380,069 shares are H Shares	64,525,611 (0.0222%) Of which: 1,648,611 shares are A Shares and 62,877,000 shares are H Shares	13,231,658,804 (4.5576%) Of which: 3,856,284 shares are A Shares and 13,227,802,520 shares are H Shares
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 Report on Utilisation of Proceeds from Previous Issuances as set out in Appendix 2 to the circular of the Bank dated 29 July 2010.	277,027,098,296 (95.4201%) Of which: 237,348,716,227 shares are A Shares and 39,678,382,069 shares are H shares	64,481,910 (0.0222%) Of which: 1,604,910 shares are A Shares and 62,877,000 shares are H shares	13,232,127,205 (4.5577%) Of which: 4,326,685 shares are A Shares and 13,227,800,520 shares are H shares
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 payment of remuneration to Directors and Supervisors of 2009.	277,073,610,797 (95.4361%) Of which: 237,348,703,728 shares are A Shares and 39,724,907,069 shares are H Shares	17,972,210 (0.0062%) Of which: 1,620,210 shares are A Shares and 16,352,000 shares are H Shares	13,232,124,404 (4.5577%) Of which: 4,323,884 shares are A Shares and 13,227,800,520 shares are H Shares
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Total number of votes (%)		
		For	Against	Abstained
6	To consider and approve the election of Mr. Xu Shanda as an independent non-executive Director.	276,597,385,522 (95.2721%) Of which: 237,348,632,627 shares are A Shares and 39,248,752,895 shares are H Shares	541,082,581 (0.1864%) Of which: 1,608,211 shares are A Shares and 539,474,370 shares are H Shares	13,185,239,308 (4.5415%) Of which: 4,406,984 shares are A Shares and 13,180,832,324 shares are H Shares
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 appoint Mr. Li Xiaopeng as an executive director of the Bank.	289,667,526,090 (99.7740%) Of which: 237,348,389,427 shares are A Shares and 52,319,136,663 shares are H Shares	613,426,364 (0.2113%) Of which: 1,595,611 shares are A Shares and 611,830,753 shares are H Shares	42,754,957 (0.0147%) Of which: 4,662,784 shares are A Shares and 38,092,173 shares are H Shares
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 Report of Industrial and Commercial Bank of China Limited on Utilisation of Proceeds from Previous Issuance (A Share Convertible Corporate Bonds) as set out in Appendix I to the supplemental circular of the Bank dated 7 September 2010.	289,616,517,306 (99.7564%) Of which: 237,348,438,927 shares are A Shares and 52,268,078,379 shares are H Shares	58,938,610 (0.0203%) Of which: 1,591,610 shares are A Shares and 57,347,000 shares are H Shares	648,251,495 (0.2233%) Of which: 4,617,285 shares are A Shares and 643,634,210 shares are H Shares
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

As at the date of the Second Extraordinary General Meeting of 2010, 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 Second Extraordinary General Meeting of 2010. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the Second Extraordinary General Meeting of 2010. Shareholders and authorised proxies holding an aggregate of 290,323,707,411 shares, representing 86.9184% of the total issued share capital of the Bank (of which, 237,354,647,822 shares are A Shares and 52,969,059,589 shares are H Shares, representing 71.0603% and 15.8581% of the total issued share capital of the Bank respectively), were present at the Second Extraordinary General Meeting

of 2010. The holding of the Second Extraordinary General Meeting of 2010 was in compliance with the requirements of the Company Law of the PRC and the Articles of the Bank. The Second Extraordinary General Meeting of 2010 was chaired by Mr. Jiang Jianqing, the Chairman of the Board.

## **B. POLL RESULTS FOR THE FIRST A SHAREHOLDERS CLASS MEETING OF 2010**

At the First A Shareholders Class Meeting of 2010, all the proposed resolutions set out in the notice of the First A Shareholders Class Meeting of 2010 dated 29 July 2010 were voted by poll.

The poll results in respect of the resolutions proposed at the First A Shareholders Class Meeting of 2010 are as follows:

Special Resolutions		Total number of votes (%)		
		For	Against	Abstained
1	To consider and individually approve each of the following resolutions on the proposed Rights Issue of A Shares and H Shares by the Bank:			
	1.1 Types and nominal value of securities to be issued	237,349,832,828 (99.9980%)	3,964,210 (0.0017%)	850,784 (0.0003%)
	1.2 Proportion and number of Shares to be issued	237,349,822,528 (99.9980%)	3,942,910 (0.0017%)	882,384 (0.0003%)
	1.3 Subscription Price and the basis for price determination	237,349,820,028 (99.9980%)	4,023,010 (0.0017%)	804,784 (0.0003%)
	1.4 Target subscribers for the Rights Issue	237,349,829,328 (99.9980%)	3,901,510 (0.0016%)	916,984 (0.0004%)
	1.5 Amount and use of proceeds	237,349,819,728 (99.9980%)	3,908,910 (0.0016%)	919,184 (0.0004%)
	1.6 Effective period of the resolutions	237,349,819,728 (99.9980%)	3,898,910 (0.0016%)	929,184 (0.0004%)
	1.7 Authorisation for the Rights Issue	237,349,819,128 (99.9980%)	3,908,910 (0.0016%)	919,784 (0.0004%)
As more than two-thirds of the votes were cast in favour of each of the above resolutions 1.1 to 1.7, these resolutions were duly passed as special resolutions.				

As at the date of the First A Shareholders Class Meeting of 2010, the number of issued A Shares of the Bank was 250,962,348,064 A Shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the First A Shareholders Class Meeting of 2010. There were no restrictions on any shareholder casting votes on any of



the proposed resolutions at the First A Shareholders Class Meeting of 2010. Shareholders and authorised proxies holding an aggregate of 237,354,647,822 A Shares, representing 94.5778% of the total issued A Shares of the Bank, were present at the First A Shareholders Class Meeting of 2010. The holding of the First A Shareholders Class Meeting of 2010 was in compliance with the requirements of the Company Law of the PRC and the Articles of the Bank. The First A Shareholders Class Meeting of 2010 was chaired by Mr. Jiang Jianqing, the Chairman of the Board.

## C. POLL RESULTS FOR THE FIRST H SHAREHOLDERS CLASS MEETING OF 2010

At the First H Shareholders Class Meeting of 2010, all the proposed resolutions set out in the notice of the First H Shareholders Class Meeting of 2010 dated 29 July 2010 were voted by poll.

The poll results in respect of the resolutions proposed at the First H Shareholders Class Meeting of 2010 are as follows:

Special Resolutions		Total number of votes (%)		
		For	Against	Abstained
1	To consider and individually approve each of the following resolutions on the proposed Rights Issue of A Shares and H Shares by the Bank:			
	1.1 Types and nominal value of securities to be issued	51,600,859,459 (99.892246%)	55,633,000 (0.107698%)	29,000 (0.000056%)
	1.2 Proportion and number of Shares to be issued	51,600,862,459 (99.892252%)	55,648,000 (0.107727%)	11,000 (0.000021%)
	1.3 Subscription Price and the basis for price determination	51,600,862,459 (99.892252%)	55,648,000 (0.107727%)	11,000 (0.000021%)
	1.4 Target subscribers for the Rights Issue	51,592,755,459 (99.876558%)	55,633,000 (0.107698%)	8,133,000 (0.015744%)
	1.5 Amount and use of proceeds	51,595,610,263 (99.882084%)	55,633,000 (0.107698%)	5,278,196 (0.010218%)
	1.6 Effective period of the resolutions	51,600,877,459 (99.892281%)	55,634,000 (0.107700%)	10,000 (0.000019%)
	1.7 Authorisation for the Rights Issue	51,600,861,459 (99.89225%)	55,649,000 (0.107729%)	11,000 (0.000021%)
	As more than two-thirds of the votes were cast in favour of each of the above resolutions 1.1 to 1.7, these resolutions were duly passed as special resolutions.			

As at the date of the First H Shareholders Class Meeting of 2010, the number of issued H Shares of the Bank was 83,056,501,962 H Shares, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the First H Shareholders Class Meeting of 2010. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the First H Shareholders Class Meeting of 2010. Shareholders and authorised proxies holding an aggregate of 51,656,521,459 H Shares, representing 62.19% of the total issued H Shares of the Bank, were present at the First H Shareholders Class Meeting of 2010. The holding of the First H Shareholders Class Meeting of 2010 was in compliance with



the requirements of the Company Law of the PRC and the Articles of the Bank. The First H Shareholders Class Meeting of 2010 was chaired by Mr. Jiang Jianqing, the Chairman of the Board.

## **SCRUTINEER**

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 at the meetings.

## **LAWYERS' CERTIFICATION**

King & Wood PRC Lawyers witnessed the Second Extraordinary General Meeting of 2010, the First A Shareholders Class Meeting of 2010 and the First H Shareholders Class Meeting of 2010 and issued a legal opinion certifying that the convening and procedures of the Second Extraordinary General Meeting of 2010, the First A Shareholders Class Meeting of 2010 and the First H Shareholders Class Meeting of 2010, the qualifications of the attendees and the convenor of the meetings, the qualification of the party which submitted the additional proposal to the Second Extraordinary General Meeting of 2010 and the procedures regarding such submission, the voting process and other related matters conformed to the requirements of the law and administrative rules including the Company Law of the PRC and the Rules of Procedures for the General Meeting of Shareholders, and the Articles of the Bank. The voting results of the meetings were lawful and valid.

**The Board of Directors of  
Industrial and Commercial Bank of China Limited**

Beijing, PRC  
21 September 2010

*As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YANG Kaisheng 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.*