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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 2010 HELD ON 31 MAY 2011 POLL RESULTS APPOINTMENT OF SUPERVISOR

Reference is made to the circular dated 13 April 2011, the supplemental circular dated 27 April 2011 and the second supplemental circular dated 19 May 2011 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 2010 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, 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 Tuesday, 31 May 2011.

At the AGM, all the proposed resolutions set out in the notice of the AGM dated 13 April 2011, the supplemental notice of the AGM dated 27 April 2011 and the second supplemental notice of the AGM dated 19 May 2011, respectively, 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 2010 Work Report of the Board of Directors of the Bank.	290,813,645,679 (99.9962%)	1,764,583 (0.0006%)	9,238,599 (0.0032%)
	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
2	To consider and approve the 2010 Work Report of the Board of Supervisors of the Bank.	290,813,631,436 (99.9962%)	1,781,034 (0.0006%)	9,236,391 (0.0032%)
	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 2010 audited accounts.	290,813,633,279 (99.9962%)	1,781,187 (0.0006%)	9,234,395 (0.0032%)
	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 2010 profit distribution plan.	290,820,059,158 (99.9984%)	1,799,005 (0.0006%)	2,790,698 (0.0010%)
	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 the purchase of office premises by the Shanghai Branch.	290,738,206,960 (99.9703%)	10,605,023 (0.0036%)	75,836,878 (0.0261%)
	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 Bank's 2011 fixed assets investment budget.	290,800,383,204 (99.9917%)	10,588,276 (0.0036%)	13,677,381 (0.0047%)
	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 re-appointment of Ernst & Young and Ernst & Young Hua Ming as external auditors of the Bank for 2011 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 2011 at RMB159.60 million.	290,813,638,205 (99.9962%)	3,220,481 (0.0011%)	7,790,175 (0.0027%)
	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 appoint Mr. Zhao Lin as a shareholder supervisor of the Bank.	290,483,549,747 (99.8827%)	155,663,741 (0.0535%)	185,435,373 (0.0638%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
9	To consider and approve the payment of remuneration to directors and supervisors of the Bank for 2010.	290,537,013,173 (99.9011%)	102,526,901 (0.0353%)	185,108,787 (0.0636%)
	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 AGM, the number of issued shares of the Bank was 349,019,331,265 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 290,824,648,861 shares, representing 83.3262% 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. Yang Kaisheng, the Vice-Chairman of the Board and President of the Bank.

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 SUPERVISOR

The Bank announces that Mr. Zhao Lin was re-elected as shareholder supervisor of the Bank at the AGM.

The biographical details of Mr. Zhao Lin are set out below:

Zhao Lin, male, PRC national, was born in August 1954.

Mr. Zhao has served as Chairman of the Board of Supervisors of the Bank since June 2008. He was appointed as Executive Director and Senior Executive Vice President of China Construction Bank in September 2004, and previously was Deputy Head of Hubei Branch, Deputy General Manager and General Manager of the Administrative Office of the Head Office, Chief Auditor, and Senior Executive Vice President of China Construction Bank. He graduated from Zhongnan University of Economics and Law, and received the Executive Master of Business Administration (EMBA) degree from Tsinghua University. He is a senior economist.

Except as stated above, Mr. Zhao Lin has not held any other directorships in any listed companies in the last three years. Further, Mr. Zhao Lin does not have any relationship with any directors, senior management or substantial shareholders or controlling shareholders of the Bank, nor holds 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 supervisors shall be determined by the shareholders' general meeting. Each year the compensation committee of the Board will propose a remuneration calculation plan for directors and supervisors of the Bank, which shall be submitted to the Board for consideration and is subject to approval by shareholders at a shareholders' general meeting. Details of the remuneration of the supervisors of the Bank is available in the Bank's annual report.

Save as disclosed herein, there are no other matters relating to the appointment of Mr. Zhao Lin that 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.

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, 31 May 2011

As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YANG Kaisheng, Ms. WANG Lili and Mr. LI Xiaopeng 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.