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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 2014 HELD ON 19 SEPTEMBER 2014 POLL RESULTS

Reference is made to the circular dated 5 August 2014 issued by Industrial and Commercial Bank of China Limited (the “**Bank**”) (the “**Circular**”) containing details of the resolutions tabled before the second extraordinary general meeting of 2014 of the Bank (the “**EGM**”) for shareholders’ approval. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The board of directors (the “**Board**”) of the Bank announces that the EGM was held at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Friday, 19 September 2014 at 2:30 p.m..

At the EGM, all the proposed resolutions set out in the notice of the EGM dated 5 August 2014 were voted by poll.

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

Special resolutions		Total number of votes (%)		
		For	Against	Abstain
1	To consider and approve the Proposal in respect of General Mandate to Issue Shares by Industrial and Commercial Bank of China Limited	263,013,232,525 (91.8944%)	23,007,944,978 (8.0388%)	191,217,721 (0.0668%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

Special resolutions		Total number of votes (%)		
		For	Against	Abstain
2	To consider and individually approve each of the following items of the Proposal in respect of Issuance of Offshore Preference Shares by Industrial and Commercial Bank of China Limited:			
(1)	Type of preference shares to be issued	284,364,612,110 (99.3544%)	1,414,349,240 (0.4942%)	433,433,874 (0.1514%)
(2)	Issue size	284,364,610,110 (99.3544%)	1,414,326,588 (0.4942%)	433,458,526 (0.1514%)
(3)	Method of issuance	284,364,612,410 (99.3544%)	1,414,324,288 (0.4942%)	433,458,526 (0.1514%)
(4)	Par value and issue price	284,364,635,503 (99.3544%)	1,414,096,931 (0.4941%)	433,662,790 (0.1515%)
(5)	Maturity	284,364,637,203 (99.3544%)	1,414,324,588 (0.4942%)	433,433,433 (0.1514%)
(6)	Target investors	284,364,606,883 (99.3544%)	1,414,354,908 (0.4942%)	433,433,433 (0.1514%)
(7)	Lock-up period	284,364,609,274 (99.3544%)	1,414,352,517 (0.4942%)	433,433,433 (0.1514%)
(8)	Terms of distribution of dividends	284,364,637,203 (99.3544%)	1,414,324,588 (0.4942%)	433,433,433 (0.1514%)
(9)	Terms of mandatory conversion	284,364,608,974 (99.3544%)	1,414,352,817 (0.4942%)	433,433,433 (0.1514%)
(10)	Terms of conditional redemption	284,364,607,274 (99.3544%)	1,414,354,517 (0.4942%)	433,433,433 (0.1514%)
(11)	Restrictions on voting rights	284,364,606,974 (99.3544%)	1,414,354,817 (0.4942%)	433,433,433 (0.1514%)
(12)	Restoration of voting rights	284,364,635,503 (99.3544%)	1,414,326,288 (0.4942%)	433,433,433 (0.1514%)
(13)	Order of distribution of residual assets and basis for liquidation	284,364,606,974 (99.3544%)	1,414,326,588 (0.4942%)	433,461,662 (0.1514%)
(14)	Rating	284,364,608,974 (99.3544%)	1,414,095,231 (0.4941%)	433,691,019 (0.1515%)
(15)	Security	284,364,635,203 (99.3544%)	1,414,097,231 (0.4941%)	433,662,790 (0.1515%)

Special resolutions		Total number of votes (%)		
		For	Against	Abstain
(16)	Use of proceeds from the issuance of the offshore preference shares	284,378,657,197 (99.3593%)	1,400,075,237 (0.4892%)	433,662,790 (0.1515%)
(17)	Transfer	284,364,637,503 (99.3544%)	1,414,094,931 (0.4941%)	433,662,790 (0.1515%)
(18)	Relationship between offshore and domestic issuance	284,364,635,203 (99.3544%)	1,414,097,231 (0.4941%)	433,662,790 (0.1515%)
(19)	The validity period of the resolution in respect of the issuance of the offshore preference shares	284,364,640,639 (99.3544%)	1,414,094,931 (0.4941%)	433,659,654 (0.1515%)
(20)	The application and approval procedures to be completed for the issuance	284,364,640,339 (99.3544%)	1,414,095,231 (0.4941%)	433,659,654 (0.1515%)
(21)	Matters relating to authorisation	284,378,656,242 (99.3593%)	1,400,079,328 (0.4892%)	433,659,654 (0.1515%)

As more than two-thirds of the votes were cast in favour of each of the above resolutions (1) to (21), these resolutions were duly passed as special resolutions.

3	To consider and individually approve each of the following items of the Proposal in respect of Issuance of Domestic Preference Shares by Industrial and Commercial Bank of China Limited:			
(1)	Type of preference shares to be issued	284,364,637,503 (99.3544%)	1,414,341,624 (0.4942%)	433,416,097 (0.1514%)
(2)	Number of preference shares to be issued and issue size	284,364,637,203 (99.3544%)	1,414,341,924 (0.4942%)	433,416,097 (0.1514%)
(3)	Method of issuance	284,364,635,503 (99.3544%)	1,414,318,972 (0.4942%)	433,440,749 (0.1514%)
(4)	Par value and issue price	284,364,635,503 (99.3544%)	1,414,089,615 (0.4941%)	433,670,106 (0.1515%)
(5)	Maturity	284,364,637,203 (99.3544%)	1,414,317,272 (0.4941%)	433,440,749 (0.1515%)
(6)	Target investors	284,364,635,112 (99.3544%)	1,414,319,363 (0.4942%)	433,440,749 (0.1514%)
(7)	Lock-up period	284,364,637,503 (99.3544%)	1,414,316,972 (0.4941%)	433,440,749 (0.1515%)

Special resolutions		Total number of votes (%)		
		For	Against	Abstain
(8)	Terms of distribution of dividends	284,364,635,203 (99.3544%)	1,414,089,915 (0.4941%)	433,670,106 (0.1515%)
(9)	Terms of mandatory conversion	284,364,635,203 (99.3544%)	1,414,089,915 (0.4941%)	433,670,106 (0.1515%)
(10)	Terms of conditional redemption	284,364,635,503 (99.3544%)	1,414,089,615 (0.4941%)	433,670,106 (0.1515%)
(11)	Restrictions on voting rights	284,364,637,203 (99.3544%)	1,414,087,915 (0.4941%)	433,670,106 (0.1515%)
(12)	Restoration of voting rights	284,364,635,503 (99.3544%)	1,414,089,615 (0.4941%)	433,670,106 (0.1515%)
(13)	Order of distribution of residual assets and basis for liquidation	284,364,635,203 (99.3544%)	1,414,089,915 (0.4941%)	433,670,106 (0.1515%)
(14)	Rating	284,364,635,203 (99.3544%)	1,414,089,915 (0.4941%)	433,670,106 (0.1515%)
(15)	Security	284,364,635,203 (99.3544%)	1,414,089,915 (0.4941%)	433,670,106 (0.1515%)
(16)	Use of proceeds from the issuance of the domestic preference shares	284,378,657,197 (99.3593%)	1,400,067,921 (0.4892%)	433,670,106 (0.1515%)
(17)	Transfer	284,364,637,503 (99.3544%)	1,414,087,615 (0.4941%)	433,670,106 (0.1515%)
(18)	Relationship between domestic and offshore issuance	284,364,637,203 (99.3544%)	1,414,087,915 (0.4941%)	433,670,106 (0.1515%)
(19)	The validity period of the resolution in respect of the issuance of the domestic preference shares	284,364,637,503 (99.3544%)	1,414,087,615 (0.4941%)	433,670,106 (0.1515%)
(20)	The application and approval procedures to be completed for the issuance	284,364,637,203 (99.3544%)	1,414,087,915 (0.4941%)	433,670,106 (0.1515%)
(21)	Matters relating to authorisation	284,378,658,542 (99.3593%)	1,400,069,712 (0.4892%)	433,666,970 (0.1515%)

As more than two-thirds of the votes were cast in favour of each of the above resolutions (1) to (21), these resolutions were duly passed as special resolutions.

Special resolutions		Total number of votes (%)		
		For	Against	Abstain
4	To consider and approve the Proposal on Amendments to the Articles of Association of Industrial and Commercial Bank of China Limited	284,606,487,835 (99.4389%)	1,172,050,342 (0.4095%)	433,857,047 (0.1516%)
	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
5	To consider and approve the Proposal in respect of Capital Planning for 2015 to 2017 of Industrial and Commercial Bank of China	286,047,878,438 (99.9425%)	29,876,004 (0.0104%)	134,640,782 (0.0471%)
	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 Proposal in respect of the Impact on Main Financial Indicators from Dilution of Current Returns by Issuance of Preference Shares and the Remedial Measures to be Adopted by Industrial and Commercial Bank of China Limited	284,606,486,699 (99.4389%)	1,172,136,435 (0.4095%)	433,772,090 (0.1516%)
	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 Proposal in respect of Formulation of Shareholder Return Plan for 2014 to 2016 of Industrial and Commercial Bank of China	286,075,398,699 (99.9521%)	2,020,957 (0.0007%)	134,975,568 (0.0472%)
	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 Proposal in respect of Payment of Remuneration to Directors and Supervisors for 2013	286,075,403,715 (99.9521%)	1,770,836 (0.0006%)	135,220,673 (0.0473%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

The total number of Shares entitling the holders to attend and vote on all the resolutions proposed at the EGM was 351,503,131,354 Shares. No Shareholders were entitled to attend but were required to abstain from voting in favour of the proposed resolutions pursuant to Rule 13.40 of the Listing Rules and no Shareholders were required pursuant to the Listing Rules to abstain from voting at the EGM. There were no restrictions on casting votes by any Shareholder on any of the proposed resolutions at the EGM. Shareholders and authorised proxies holding an aggregate of 286,212,395,224 Shares, representing 81.4252% of the total Shares with voting rights of the Bank, were present at the EGM. The voting method of the EGM was in compliance with the laws and regulations such as Company Law of the PRC, the Rules for the General Assemblies of Shareholders of Listed Companies, the Shanghai Stock Exchange Implementation Rules for Network Voting in the General Assemblies of Shareholders of Listed Companies and relevant provisions of the Articles of Association of Industrial and Commercial Bank of China Limited.

The EGM was chaired by Mr. Yi Huiman, the Vice Chairman of the Board and President of the Bank. There are 15 directors of the Bank, of whom 14 directors attended the EGM, Mr. Jiang Jianqing, Chairman of the Board, did not attend the EGM due to other important business. There are 6 supervisors of the Bank, of whom 5 supervisors attended the EGM, Mr. Zhang Wei did not attend the EGM due to other work arrangement. Mr. Hu Hao, secretary of the Board of the Bank, attended the EGM.

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.

The implementation of the plan on the issuance of domestic and offshore preference shares is subject to the approvals of the China Banking Regulatory Commission ("CBRC") and the China Securities Regulatory Commission. The amendments to the Articles are subject to the approval of the CBRC.

## **LAWYERS' CERTIFICATION**

King & Wood Mallesons Lawyers witnessed the EGM and issued a legal opinion certifying that the convening and its procedures, the qualifications of attendees and convener, the voting process and other related matters of the EGM conformed to the requirements of the laws and regulations such as Company Law of the PRC, the Rules for the General Assemblies of Shareholders of Listed Companies, the Shanghai Stock Exchange Implementation Rules for Network Voting in the General Assemblies of Shareholders of Listed Companies and relevant provisions of the Articles of Association of Industrial and Commercial Bank of China Limited. The voting results were lawful and valid.

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

Beijing, PRC, 19 September 2014

*As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YI Huiman and Mr. LIU Lixian as executive directors, Ms. WANG Xiaoya, Ms. GE Rongrong, Mr. LI Jun, Mr. WANG Xiaolan, Mr. YAO Zhongli and Mr. FU Zhongjun as non-executive directors, Mr. WONG Kwong Shing, Frank, Sir Malcolm Christopher McCARTHY, Mr. Kenneth Patrick CHUNG, Mr. OR Ching Fai, Mr. HONG Yongmiao and Mr. YI Xiqun as independent non-executive directors.*