



# 中国工商银行

INDUSTRIAL AND COMMERCIAL BANK OF CHINA

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)

**ANNOUNCEMENT OF THE RESOLUTIONS OF THE TWENTY-FIRST MEETING OF THE FIRST SESSION OF  
THE BOARD OF DIRECTORS  
OF INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED**

The Bank and members of the board of directors warrant the truthfulness, accuracy and completeness of the announcement and confirm that there are no false presentations or misleading statements contained in, or material omissions from, this announcement.

This announcement is made pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The twenty-first meeting of the first session of the board of directors (the “**Meeting**”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) was held as a physical meeting at the Bank’s head office on 25 April 2007.

There were fourteen directors eligible for attending the Meeting, of whom thirteen directors attended the Meeting in person and one director by proxy. Mr. QIAN Yingyi appointed Mr. John L. Thornton to attend the Meeting and exercise the voting right on his behalf. Mr. Christopher A. Cole attended the Meeting by video conference. There were fourteen valid votes in total. The Meeting was convened in compliance with the provisions of the laws, administrative rules and regulations and the Bank’s Articles of Association.

Mr. JIANG Jianqing, Chairman, presided over the Meeting and the attending directors reviewed each item of the agenda and passed the following proposals:

1 “The Proposal on the First Quarterly Report of 2007”

The voting result of this proposal: 14 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

2 “The Proposal on the Engagement of Accountants for 2007”

The voting result of this proposal: 14 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

The Bank will continue to engage Ernst & Young Hua Ming as the Bank’s domestic accountants for 2007 and Ernst & Young as the Bank’s international accountants for 2007. The Bank proposes to pay Ernst & Young Hua Ming and Ernst & Young an aggregate fee of RMB163.60 million for 2007 (including but not limited to all disbursements, such as expenses incurred for business trips and accommodation in connection therewith and communications).

3 “The Proposal on Changing the Accounting Policy in line with the New ‘Accounting Standards for Business Enterprises’”

The voting result of this proposal: 14 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

4 “The Proposal on Convening the Annual General Meeting for the Year 2006”

The voting result of this proposal: 14 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

The Annual General Meeting for the Year 2006 is proposed to be held on 12 June 2007 at the head office of the Bank in Beijing (with video conference to be arranged concurrently at Ritz Carlton Hong Kong). Details will be set out in the notice of the Bank’s Annual General Meeting for the Year 2006.

It was resolved that the second proposal stated above will be presented to the Annual General Meeting for the Year 2006 for consideration.

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

26 April 2007

*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. FU Zhongjun, Mr. KANG Xuejun, Mr. SONG Zhigang, Mr. WANG Wenyan, Ms. ZHAO Haiying, Mr. ZHONG Jian'an and Mr. Christopher A. COLE as non-executive directors, Mr. LEUNG Kam Chung, Antony, Mr. John L. THORNTON, and Mr. QIAN Yingyi as independent non-executive directors.*

*Please also refer to the published version of this announcement in **South China Morning Post**.*