ICBC 中国工商银行

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 BOARD OF DIRECTORS

A meeting (the "**Meeting**") of the board of directors (the "**Board**") of Industrial and Commercial Bank of China Limited (the "**Bank**") was convened by written notice on 14 August 2013 and held at the Bank's head office in Beijing on 29 August 2013. There were 16 directors eligible for attending the Meeting, and all 16 directors attended the Meeting in person, within which Mr. Jiang Jianqing (chairman of the Board), Mr. Luo Xi (a director) and Mr. Wong Kwong Shing, Frank (a director) attended via video. Certain members of the board of supervisors and the senior management of the Bank were present at the Meeting. The Meeting was convened in compliance with the provisions of the laws, regulations, the Articles of Association of Industrial and Commercial Bank of China Limited and the Rules of Procedures for the Board of Directors of Industrial and Commercial Bank of China Limited.

As appointed by Mr. Jiang Jianqing, chairman of the Board, Mr. Yi Huiman, vice chairman of the Board presided over the Meeting and the following proposals were considered and approved:

1. Proposal on the 2013 Interim Report and its Abstract

Voting result of this proposal: 16 valid votes, 16 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

Details of the 2013 Interim Report and its Abstract are available on the website of the Shanghai Stock Exchange (www.sse.com.cn).

2. Proposal on Changes in the Chairman and Members of Certain Special Committees of the Board of Directors

Each relevant director has abstained from voting on the proposal regarding his position, and the poll results of this proposal are set out below:

Voting item	Valid votes	For	Abstained	Against
Mr. Wong Kwong Shing, Frank be appointed as Chairman of the Audit Committee	15	13	2	0
Mr. Wong Kwong Shing, Frank cease to act as Chairman and member of the Risk Management Committee	15	14	1	0
Mr. Or Ching Fai be appointed as Chairman of the Risk Management Committee	15	13	2	0
Mr. Or Ching Fai be appointed as member of the Risk Management Committee	15	15	0	0
Mr. Hong Yongmiao be appointed as member of the Strategy Committee	15	15	0	0
Mr. Yi Xiqun be appointed as member of the Audit Committee	16	16	0	0
Mr. Yi Xiqun be appointed as member of the Nomination Committee	16	16	0	0
Mr. Yi Xiqun be appointed as member of the Compensation Committee	16	16	0	0
Mr. Yi Xiqun be appointed as member of the Related Party Transactions Control Committee	16	16	0	0
Mr. Fu Zhongjun be appointed as member of the Strategy Committee	16	16	0	0
Mr. Fu Zhongjun be appointed as member of the Compensation Committee	16	16	0	0

Ms. Wang Xiaoya (a director) and Mr. Li Jun (a director) abstained for the following reason: they are of the view that in principle a director shall not concurrently act as chairman of more than one special committee.

As Mr. Xu Shanda, an independent non-executive director of the Bank, and Mr. Huan Huiwu, a non-executive director of the Bank, will soon cease to act, to ensure normal operation of the Board, a meeting of the Board was held on 22 July 2013, during which Mr. Yi Xiqun and Mr. Fu Zhongjun were nominated as an independent non-executive director of the Bank and as a non-executive director of the Bank, respectively. Such nominations will be considered at the second extraordinary general meeting of 2013 to be held on 10 September.

To ensure normal operation of the Board and its special committees, it was resolved at the Meeting that the following changes in the chairman and members of certain special committees of the Board be made:

Mr. Wong Kwong Shing, Frank, an independent non-executive director, be appointed as Chairman of the Audit Committee, and to cease to act as Chairman and member of the Risk Management Committee.

Mr. Or Ching Fai, an independent non-executive director, be appointed as Chairman and member of the Risk Management Committee.

Mr. Hong Yongmiao, an independent non-executive director, be appointed as member of the Strategy Committee.

Mr. Yi Xiqun, an independent non-executive director, be appointed as member of the Audit Committee, the Nomination Committee, the Compensation Committee and the Related Party Transactions Control Committee.

Mr. Fu Zhongjun, a non-executive director, be appointed as member of the Strategy Committee and the Compensation Committee.

The above changes for independent non-executive directors will be subject to the approval of Mr. Yi Xiqun take up the post of independent non-executive director of the Bank at shareholders' general meeting and be effective from the date on which the China Banking Regulatory Commission (the "**CBRC**") approves Mr. Yi Xiqun as a director of the Bank. The above change for non-executive director will be subject to the approval of Mr. Fu Zhongjun take up the post of non-executive director of the Bank at shareholders' general meeting and shall be effective from the date on which the CBRC approves Mr. Fu Zhongjun as a director of the Bank.

3. Proposal on Renewal of the Liability Insurance for Directors, Supervisors and Senior Management for 2013

Voting result of this proposal: 16 valid votes, 16 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

4. Proposal on the Rules of ICBC for Anti-money Laundering

Voting result of this proposal: 16 valid votes, 16 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

5. Proposal on the Country Risk Concentration Limit for 2013

Voting result of this proposal: 16 valid votes, 16 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

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

Beijing, the PRC
29 August 2013

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