

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 of the board of directors (the “**Board**”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) was convened by written notice on 15 July 2013 and held at the Bank’s head office in Beijing on 22 July 2013. There were 16 directors of the Bank eligible for attending the meeting, of whom 15 directors attended the meeting in person and one director by proxies. Mr. Wong Kwong Shing, Frank (a director), Mr. Or Ching Fai (a director), Mr. Hong Yongmiao (a director) and Mr. Wang Xiaoya (a director) attended via video conference, and Mr. Kenneth Patrick Chung (a director) attended via telephone conference. Due to his work, Sir Malcolm Christopher McCarthy (a director) appointed Mr. Wong Kwong Shing, Frank (a director) to attend the meeting and exercise the voting right on his behalf. 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.

Mr. Jiang Jianqing, chairman of the Board, presided over the meeting and the following proposals were considered and passed:

1. Proposal on Nominating Mr. Yi Xiqun as A Candidate of Independent Director of the Board of Directors of Industrial and Commercial Bank of China Limited

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

As the term of office certain independent non-executive director of the Bank will expire, to ensure normal operation of the Board in compliance with laws and regulations, it was resolved at the meeting that Mr. Yi Xiqun be nominated as a candidate of independent non-executive director of the Bank, which will be proposed for consideration and approval at shareholders’ general meeting of the Bank after the Shanghai Stock Exchange has reviewed his qualification and confirmed that it has no objection, and, when approved, will then be proposed for approval by the China Banking Regulatory Commission (the “**CBRC**”). The term of office of Mr. Yi Xiqun as an independent non-executive director of the Bank will commence on the date when the approval from the CBRC is obtained. Please refer to Appendix I for the biography of Mr. Yi Xiqun.

Mr. Yi Xiqun does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder 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.

Opinion from independent non-executive directors on the nomination above: Agreed.

Matters relating to the election of Mr. Yi Xiqun as an independent non-executive director of the Bank are subject to consideration and approval at shareholders' general meeting.

2. Proposal on Nominating Mr. Fu Zhongjun as A Candidate of Non-executive Director of the Board of Directors of Industrial and Commercial Bank of China Limited

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

According to relevant arrangements, certain non-executive director of the Bank will cease to act soon, to ensure normal operation of the Board in compliance with laws and regulations, it was resolved at the meeting that Mr. Fu Zhongjun be nominated as a candidate of non-executive director of the Bank, which will be proposed for consideration and approval at shareholders' general meeting of the Bank, and, when approved, will then be proposed for approval by the CBRC. The term of office of Mr. Fu Zhongjun as a non-executive director of the Bank will commence on the date when the approval from the CBRC is obtained. Please refer to Appendix II for the biography of Mr. Fu Zhongjun.

Opinion from independent non-executive directors on the nomination above: Agreed.

Matters relating to the election of Mr. Fu Zhongjun as a non-executive director of the Bank are subject to consideration and approval at shareholders' general meeting.

3. Proposal on Convening the Second Extraordinary General Meeting of 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 Bank's second extraordinary general meeting of 2013 is proposed to be held at the Bank's head office on 10 September 2013. Details will be set out in the notice of the Bank's second extraordinary general meeting of 2013 to be issued separately.

Appendix I: Biography of Mr. Yi Xiqun

Appendix II: Biography of Mr. Fu Zhongjun

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

Beijing, the PRC
22 July 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.

Biography of Mr. Yi Xiqun

Yi Xiqun, male, born in August 1947, Chinese, currently the Vice President of China Association of Private Equity, and the Vice President and the first alternate Chairman of Beijing Association of Private Equity. He concurrently acts as an Independent Director of China Merchants Bank Co., Ltd.¹, SOHO China Ltd., Zheshang Jinhui Trust Co., Ltd. and Asian Capital (Corporate Finance) Limited, the President of Capital Enterprises Association, the Vice President of China Association for the Promotion of Industrial Development, and a member of Zhong Guancun Advisory Committee.

Mr. Yi Xiqun served as Deputy General Manager of Beijing Second Light Industry Company, Deputy Director of Beijing Municipal Restructuring Economic System Office, Head of Xicheng District of Beijing, Assistant to Mayor of Beijing and concurrently Director of the Foreign Economy and Trade Committee, Director of Administrative Committee of Beijing Economic and Technological Development Zone, member of Chinese People's Political Consultative Committee Beijing Committee and Chairman of the board of directors of Beijing Holdings Limited. He had been the Chairman of the board of directors of Beijing Enterprises Holdings Limited, and the Chairman of the board of directors of Beijing Enterprises Holdings Group Company Limited, the Chairman of the board of directors of Beijing Private Equity Investment & Development Fund Management Co., Ltd. and the Chairman of Bowei Capital. He graduated from Tsinghua University and obtained a Master's degree in Economics Management Engineering.

¹ The term of office of Mr. Yi Xiqun as an independent director of China Merchant Bank has expired by June 2013. China Merchant Bank held its shareholders' general meeting on 31 May 2013 and elected a new independent director as replacement for Mr. Yi Xiqun. Mr. Yi Xiqun will retire from the post as an independent director of China Merchant Bank upon the qualification of the new independent director of China Merchant Bank being approved by the China Banking Regulatory Commission.

Biography of Mr. Fu Zhongjun

Fu Zhongjun, male, born in December 1957, Chinese, currently serves as Ombudsman of Beijing Finance Ombudsman Office of Ministry of Finance. Mr. Fu had previously served as Secretary of Organizational Communist Youth League of Ministry of Finance (deputy chief level), Deputy Chief of Chinese Enterprise Division of the Business and Finance Department, Chief of Division One of the Dispatched Institution Management of Finance Supervision Department, Chief of the Central Division Two of Finance Supervision Department, Chief of the Inspection Division Two of Finance Supervision Department, and Chief of the Inspection Division Two of Inspection and Supervision Department of Ministry of Finance. He served as Vice Ombudsman of Shanghai Finance Ombudsman Office of Ministry of Finance from October 2000 to April 2002 and as Vice Ombudsman (person-in-charge) of Anhui Finance Ombudsman Office of Ministry of Finance from April 2002 to September 2005. He served as Non-executive Director of Industrial and Commercial Bank of China Limited and China Everbright Industry Group Limited from September 2005 to March 2009. He served as Vice Ombudsman of Beijing Finance Ombudsman Office of Ministry of Finance from March 2009 to May 2010. He graduated from Sichuan University and obtained a Bachelor's degree of Philosophy.