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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)

ANNOUNCEMENT OF THE RESOLUTIONS OF THE BOARD OF DIRECTORS

A meeting of the board of directors (the “**Meeting**”) of Industrial and Commercial Bank of China Limited (“**Industrial and Commercial Bank of China**” or the “**Bank**”) was held at the Bank’s head office in Beijing on 28 June 2012. The notice of the Meeting in writing was circulated on 19 June 2012. There were 16 directors eligible for attending the Meeting and all of the 16 directors attended the Meeting in person. The Meeting was convened in compliance with the provisions of the laws, administrative rules, 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, presided over the Meeting and the attending directors considered and passed the following proposals:

1. Proposal on the Capital Injection in Industrial and Commercial Bank of China (Asia) Limited

Voting result of this proposal: 16 valid votes, 15 voted in favour of this proposal, 0 voted against and 1 abstained from voting.

It was resolved at the Meeting that the Bank will make capital injection of HK\$5.6 billion (payment to be made in HK\$) in Industrial and Commercial Bank of China (Asia) Limited, and to authorise the management to deal with matters in relation to such capital injection, which shall include but not be limited to the execution, amendment and delivery of relevant documents such as applications to regulatory authorities.

2. Proposal on the Overseas Strategic Development Plan of Industrial and Commercial Bank of China for 2012–2014

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

3. Proposal on the Development Plan of the Internal Control System of Industrial and Commercial Bank of China for 2012–2014

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 Regulations for Stress Testing of Industrial and Commercial Bank of China

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 Stress Testing Plan for Market Risk of Industrial and Commercial Bank of China

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

6. Proposal on the Regulations for Long-term Centralized Default Trends for Non-retail Credit Risk Client Rating

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

7. Proposal on the Regulations for the Verification of Internal Risk Measurement System of Industrial and Commercial Bank of China

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, PRC
28 June 2012

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, Ms. WANG Xiaoya, Ms. GE Rongrong, Mr. LI Jun, Mr. WANG Xiaolan and Mr. YAO Zhongli as non-executive directors, Mr. QIAN Yingyi, Mr. XU Shanda, Mr. WONG Kwong Shing, Frank, Sir Malcolm Christopher McCARTHY, Mr. Kenneth Patrick CHUNG and Mr. OR Ching Fai as independent non-executive directors.