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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)

APPOINTMENT AND RETIREMENT OF DIRECTORS

Reference is made to the poll results announcement of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 29 November 2011 in relation to, among other things, the election of Ms. Wang Xiaoya, Ms. Ge Rongrong, Mr. Wang Xiaolan and Mr. Yao Zhongli as non-executive directors of the Bank at the Bank’s extraordinary general meeting for the year 2011.

APPOINTMENT OF DIRECTORS

The board of directors of the Bank (the “**Board**”) announces that the Bank has recently received the “China Banking Regulatory Commission’s Approval in relation to the Qualifications of Wang Xiaoya and three others”. The qualifications of Ms. Wang Xiaoya, Ms. Ge Rongrong, Mr. Wang Xiaolan and Mr. Yao Zhongli as non-executive directors of the Bank have been approved by the China Banking Regulatory Commission and their appointment took effect from 9 January 2012. The Bank would like to welcome Ms. Wang Xiaoya, Ms. Ge Rongrong, Mr. Wang Xiaolan and Mr. Yao Zhongli as members of the Board.

Please refer to the circular dated 12 November 2011 for the biographical details of Ms. Wang Xiaoya, Ms. Ge Rongrong, Mr. Wang Xiaolan and Mr. Yao Zhongli. Save as disclosed herein, there are no other matters relating to the appointment of the above directors that need to be brought to the attention of the shareholders of the Bank nor is there any information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

RETIREMENT OF DIRECTORS

Pursuant to the laws and regulations and the relevant provisions of the articles of association of the Bank, Mr. Gao Jianhong, Ms. Li Chunxiang, Mr. Li Xiwen and Mr. Wei Fusheng, have ceased to act as directors of the Bank with effect from 9 January 2012.

Mr. Gao Jianhong, Ms. Li Chunxiang, Mr. Li Xiwen and Mr. Wei Fusheng performed their duties diligently and conscientiously since they joined the Board and have made outstanding contributions in areas including corporate governance, operation of the Board, development strategy, risk control and international and diversified operations of the Bank. The Board would like to express its sincere gratitude to Mr. Gao Jianhong, Ms. Li Chunxiang, Mr. Li Xiwen and Mr. Wei Fusheng for their outstanding contributions to the Bank during their tenure of service.

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

Beijing, PRC
13 January 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. LEUNG Kam Chung, Antony, Mr. QIAN Yingyi, Mr. XU Shanda, Mr. WONG Kwong Shing, Frank, Sir Malcolm Christopher McCARTHY and Mr. Kenneth Patrick CHUNG as independent non-executive directors.