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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 (the “**Bank**”) was held at the Bank’s head office in Beijing on 9 May 2012. There were 16 directors eligible for attending the Meeting, of whom 12 directors attended the Meeting in person and 4 directors by proxies. Ms. Wang Lili and Mr. Li Xiaopeng appointed Mr. Jiang Jianqing, Chairman, Mr. Xu Shanda and Sir Malcolm Christopher McCarthy appointed Mr. Qian Yingyi, to attend the Meeting and exercise the voting right on their behalf. 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 Payment of Remuneration to Senior Management Members for 2011

Voting result of this proposal: Mr. Jiang Jianqing, Mr. Yang Kaisheng, Ms. Wang Lili and Mr. Li Xiaopeng have withdrawn from voting as they had interests in the proposal.

There were 12 valid votes, 8 voted in favour of this proposal, 0 voted against and 4 abstained from voting.

2. Proposal in respect of the Senior Management Performance Evaluation Plan for 2012

Voting result of this proposal: Mr. Jiang Jianqing, Mr. Yang Kaisheng, Ms. Wang Lili and Mr. Li Xiaopeng have withdrawn from voting as they had interests in the proposal.

There were 12 valid votes, 10 voted in favour of this proposal, 0 voted against and 2 abstained from voting.

3. Proposal on the Payment of Remuneration to Directors and Supervisors for 2011

Voting result of this proposal: It was agreed that the proposal be submitted to the shareholders' general meeting for consideration.

This proposal shall be submitted to the Bank's shareholders' general meeting for consideration and approval.

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

Beijing, PRC

9 May 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.