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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 27 June 2012. The notice of the Meeting in writing was circulated on 19 June 2012. There were 16 directors eligible for attending the Meeting, of whom 14 directors attended the Meeting in person and 2 directors by proxies. Mr. Xu Shanda and Mr. Wong Kwong Shing, Frank 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 Proposal on the Changes in the Chairman and Members of Certain Special Committees of the Board of Directors.

Relevant directors have abstained from voting on this proposal and the voting result of this proposal is 15 valid votes, including 15 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

The qualification of Mr. Or Ching Fai as an independent director of the Bank has been approved by the China Banking Regulatory Commission. Our former independent director Mr. Leung Kam Chung, Antony ceased to act as a director of the Bank at the same time. In order to ensure the proper operation of the special committees of the board of directors, it was resolved at the Meeting that the following changes in the chairman and members of certain special committees of the board of directors be made:

Mr. Wong Kwong Shing, Frank be appointed as Chairman of the Risk Management Committee; Mr. Kenneth Patrick Chung be appointed as a member of the Risk Management Committee; Mr. Or Ching Fai be appointed as a member of the Strategy Committee, the Audit Committee, the Nomination Committee and the Compensation Committee.

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

Beijing, PRC

27 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.