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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 DIRECTOR

Reference is made to the poll results announcement of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 31 May 2012 in relation to, among other things, the election of Mr. Hong Yongmiao as an independent non-executive director of the Bank at the annual general meeting for the year 2011 of the Bank.

APPOINTMENT OF DIRECTOR

The board of directors of the Bank (the “**Board**”) announces that the Bank has received the “China Banking Regulatory Commission’s Approval in relation to the Qualification of Hong Yongmiao” on 22 August 2012. The qualification of Mr. Hong Yongmiao as an independent non-executive director of the Bank has been approved by the China Banking Regulatory Commission. The Bank would like to welcome Mr. Hong Yongmiao as a member of the Board.

Please refer to the circular dated 16 May 2012 for the biographical details of Mr. Hong Yongmiao. Save as disclosed herein, there are no other matters relating to the appointment of Mr. Hong Yongmiao 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 DIRECTOR

Pursuant to the laws and regulations and the relevant provisions of the articles of association of the Bank, Mr. Qian Yingyi has ceased to act as a director of the Bank, as well as Chairman of the Nomination Committee and the Compensation Committee, and member of the relevant special committees of the Board. The Board will elect other independent non-executive director(s) as Chairman of the abovementioned special committees of the Board and publish further announcement(s) as soon as practicable. Mr. Qian Yingyi has confirmed that he has no disagreement with the Board and there are no matters relating to his retirement that need to be brought to the attention of the shareholders of the Bank.

Mr. Qian Yingyi performed his duties diligently and conscientiously since he joined the Board and has 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. Qian Yingyi for his outstanding contributions to the Bank during his tenure of service.

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

Beijing, PRC
24 August 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. 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.