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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 regular 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 26 and 27 March 2013. There were 16 directors eligible for attending the Meeting, of whom 12 directors attended the Meeting in person and 4 directors by proxy. Mr. Jiang Jianqing, Chairman, appointed Mr. Yang Kaisheng, Vice-Chairman, Ms. Wang Lili appointed Mr. Li Xiaopeng, Mr. Xu Shanda appointed Mr. Hong Yongmiao and Mr. Wong Kwong Shing, Frank appointed Mr. Or Ching Fai, 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. Yang Kaisheng, Vice Chairman, presided over the Meeting as proxy for Mr. Jiang Jianqing, Chairman. The following proposals were considered and passed at the Meeting:

### **1 Proposal on the Consolidated Statement Management of the Group in 2012 and Consolidated Statement Management Plan for 2013**

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

### **2 Proposal on the 2013 Liquidity Risk Management Strategy of Industrial and Commercial Bank of China Limited**

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 2012 Capital Management Report of Industrial and Commercial Bank of China Limited**

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 Administrative Measures for the Connected Transactions of Industrial and Commercial Bank of China Limited (2013 Version)**

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 2012 Internal Control Assessment Report of Industrial and Commercial Bank of China Limited**

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

Details are available on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

#### **6 Proposal on the 2012 Audited Accounts**

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

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

#### **7 Proposal on the 2012 Profit Distribution Plan**

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

The net profit attributable to equity holders of the Bank for the year 2012 amounted to RMB238,532 million. In accordance with the provisions of relevant laws and regulatory requirements, the 2012 profit distribution plan of the Bank is as follows:

- (1) RMB23,333 million will be appropriated to the surplus reserve.
- (2) RMB83,456 million will be appropriated to the general reserve.
- (3) A cash dividend of RMB2.39 per 10 shares (pre-tax) will be paid to holders of A shares and H shares whose names appear on the register of members on 25 June 2013 after close of trading. As estimated based on the Bank's total issued share capital as at 31 December 2012, the total amount of dividends to be distributed shall be approximately RMB83,559 million and the percentage of dividends will be 35%, representing an increase of RMB12,647 million or 17.8% as compared to 2011. As the conversion period of the A share convertible bonds issued by the Bank commenced from 1 March 2011 and shall end on 31 August 2016, it is yet difficult to determine the total share capital of the Bank as at the A share record date. Accordingly, the actual amount of dividends to be distributed will be determined on the basis of the total share capital as recorded on the register of members on the record date for dividend distribution.
- (4) For the year 2012, capital reserve will not be converted into capital of the Bank.

Opinion of the independent directors on this proposal: Agreed.

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

#### **8 Proposal on the 2012 Annual Report and its Abstract**

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

Details are available on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

#### **9 Proposal on the 2012 Corporate Social Responsibility Report of Industrial and Commercial Bank of China Limited**

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

Details are available on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)).

#### **10 Proposal on the 2012 Work Report of the Board of Directors of Industrial and Commercial Bank of China Limited**

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

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

#### **11 Proposal on Convening the 2012 Annual General Meeting**

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

The 2012 annual general meeting is proposed to be held on 7 June 2013 at 9:30 a.m. in Hong Kong and Beijing concurrently by way of video conference. Details will be set out in the notice of the Bank's 2012 annual general meeting.

Holders of H shares of the Bank are advised that the register of members will be closed from Wednesday, 8 May 2013 to Friday, 7 June 2013 (both days inclusive). Holders of H shares of the Bank whose names appear on the register of members of the Bank maintained in Hong Kong at the close of business on Tuesday, 7 May 2013 are entitled to attend the annual general meeting. Holders of H shares of the Bank who wish to attend the annual general meeting but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Rooms 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Tuesday, 7 May 2013.

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

Beijing, PRC  
27 March 2013

*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.*