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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 29 December 2009. There were 15 directors eligible for attending the Meeting and all of the 15 directors attended the Meeting in person. Mr. Wong Kwong Shing, Frank attended the Meeting by telephone conference. Mr. Leung Kam Chung, Antony and Mr. Xu Shanda appointed Mr. Qian Yingyi to attend the Meeting and exercise the voting right on their behalf. Sir Malcolm Christopher McCarthy and Mr. Kenneth Patrick Chung appointed Mr. Wong Kwong Shing, Frank to attend the Meeting and exercise the voting right on their behalf. Mr. Gao Jianhong appointed Mr. Huan Huiwu to attend the Meeting and exercise the voting right on his behalf. The Meeting was convened in compliance with the provisions of the laws, administrative rules and regulations and the Bank’s Articles of Association and Procedural Rules.

Mr. Jiang Jianqing, Chairman, presided over the Meeting and the attending directors reviewed and passed the following proposals:

### **1. Proposal on the Nomination of Ms. Wang Lili as Candidate for the Post of Executive Director of Industrial and Commercial Bank of China Limited**

Voting result of this proposal: 15 valid votes, 15 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

It was resolved at the Meeting that Ms. Wang Lili be nominated as candidate for the post of executive director of the Bank, subject to approvals by the shareholders’ general meeting and the China Banking Regulatory Commission. Ms. Wang Lili’s biography is set out in Appendix 1.

## **2. Proposal on the Appointment of Mr. Luo Xi as Vice President of Industrial and Commercial Bank of China Limited**

Voting result of this proposal: 15 valid votes, 15 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

It was resolved at the Meeting that Mr. Luo Xi be appointed as Vice President of the Bank, subject to approval by the China Banking Regulatory Commission. Mr. Luo Xi's biography is set out in Appendix 2.

Independent directors of the Bank do not have any objection to the two appointments mentioned above.

In addition, Mr. Niu Ximing has tendered his resignation to the board of directors of the Bank due to change of job assignment, resigning from the positions as a director of the Bank, a member of the risk management committee of the board of directors and a Vice President of the Bank. The resignation of Mr. Niu Ximing took effect from 29 December 2009. Mr. Niu Ximing has confirmed that there is no disagreement with the board of directors of the Bank and there is no matter that needs to be brought to the attention of the shareholders and creditors of the Bank.

Mr. Niu Ximing performed his duties diligently and conscientiously since he joined the board of directors of the Bank in 2005 and has made outstanding contributions in areas including corporate governance, operation of the board, establishment and enhancement of the risk management system and formulation and execution of the international and diversified development strategy. The board of directors of the Bank would like to express its sincere gratitude to Mr. Niu Ximing for his contributions to the Bank during his tenure of service.

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

29 December 2009

*As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YANG Kaisheng and Mr. ZHANG Furong as executive directors, Mr. HUAN Huiwu, Mr. GAO Jianhong, Ms. LI Chunxiang, Mr. LI Jun, Mr. LI Xiwen and Mr. WEI Fusheng 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.*

Appendices: 1. Biography of Ms. Wang Lili  
2. Biography of Mr. Luo Xi

## Appendix 1:

### Biography of Ms. Wang Lili

Wang Lili (王麗麗), female, PRC national, was born in April 1951.

Ms. Wang Lili has served as Vice President of Industrial and Commercial Bank of China Limited since October 2005. She was appointed as Vice President upon joining Industrial and Commercial Bank of China in November 2000. She previously served several positions at Bank of China including deputy general manager of the Credit Department One, general manager of the Credit Management Department, general manager of the Risk Management Department and assistant to president of Bank of China. She also previously served as Chairlady of Bank of China (Canada) and Yien Yieh Commercial Bank Ltd. (Hong Kong), respectively. Currently, she is China's representative of APEC Business Advisory Council, a member of APEC World Women Leaders' Organization, a board member of International Swaps and Derivatives Association, Vice Chairlady of China Chamber of International Commerce, Vice Chairlady of the board of directors of Industrial and Commercial Bank of China (Asia) Limited, Chairlady of the board of directors of ICBC (London) Limited, Vice Chairlady of China Society of International Finance, and Vice Chairlady of National Debt Association of China.

Ms. Wang Lili graduated from Nankai University and received an MBA degree in International Finance from University of Birmingham, UK.

## Appendix 2:

### Biography of Mr. Luo Xi

Luo Xi (羅熹), male, PRC national, was born in December 1960.

Mr. Luo served as executive director and vice president of Agricultural Bank of China Co., Ltd. from January to December 2009. He joined Agricultural Bank of China in December 1987, and was appointed as assistant to president and general manager of the International Department in January 2002, assistant to president in January 2004 and vice president in March 2004. In addition, he also held several other positions at Agricultural Bank of China including assistant to president of Agricultural Bank of China Hainan Branch and general manager of Agricultural Bank of China Hainan Trust Investment Company, vice president of Hainan Branch, vice president of Fujian Branch, general manager of Assets Preservation Department, general manager of Asset Risk Supervision Department, general manager of International Department and chairman of the board of directors of China Agricultural International Finance Co., Ltd. in Hong Kong, and chairman of the board of directors of Hainan International Finance Co., Ltd. He is concurrently an executive director and vice chairman of China Society of International Finance.

Mr. Luo graduated from the Postgraduate Department of People's Bank of China in December 1987 and received a Master's degree in economics.