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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 5 February 2010. There were 15 directors eligible for attending the Meeting and all of the 15 directors attended the Meeting in person. Mr. Zhang Furong appointed Mr. Yang Kaisheng to attend the Meeting and exercise the voting right on his behalf. Mr. Qian Yingyi attended the Meeting by telephone conference. The Meeting was convened in compliance with the provisions of the laws, administrative rules and regulations, the Articles of Association of Industrial and Commercial Bank of China Limited and the rules of procedures for the board of directors.

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

1. Proposal on the Fixed Assets Investment Budget for 2010

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

2. Proposal on the Changes in the Members of the Special Committees under the Board of Directors

Relevant directors have abstained from voting on this proposal and this proposal was approved at the Meeting.

Due to the change in the members of the board of directors of the Bank, it was resolved at the Meeting that the following changes in the members of the special committees under the board of directors be made:

It was approved that Sir Malcolm Christopher McCarthy be appointed as Vice-Chairman and a member of the Strategy Committee, a member of the Nomination Committee and a member of the Risk Management Committee.

It was approved that Mr. Kenneth Patrick Chung be appointed as a member of the Audit Committee, the Compensation Committee and the Related Party Transactions Control Committee.

It was approved that Ms. Wang Lili be appointed as a member of the Risk Management Committee. Such appointment shall become effective from the date on which the approval from the shareholders' general meeting of the Bank in relation to the appointment of Ms. Wang Lili as an executive director and the approval from the China Banking Regulatory Commission in relation to Ms. Wang Lili's qualification as a director have been obtained.

3. Proposal on Convening the 2010 First Extraordinary General Meeting

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 the 2010 first extraordinary general meeting of the Bank be held in Beijing on 8 April 2010 to consider and approve the proposal No.1 stated above and the Proposal on the Election of Ms. Wang Lili as Executive Director of Industrial and Commercial Bank of China Limited. Details will be set out in the notice of the Bank's 2010 first extraordinary general meeting.

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

Beijing, PRC, 5 February 2010

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.