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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 IN RELATION TO APPROVAL FROM CBRC CONCERNING THE CHANGE IN REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES

Reference is made to the circulars of Industrial and Commercial Bank of China Limited (the “**Bank**”) dated 2 April 2010 and 29 July 2010, which set out, amongst others, details of the A share convertible corporate bonds and the rights issue of A shares and H shares of the Bank, as well as the authorisation of the shareholders’ general meeting to the board of directors to amend the articles of association of the Bank upon the issuance of the A share convertible corporate bonds and the completion of the rights issue, respectively.

On 10 September 2010, the Bank publicly issued A share convertible corporate bonds with a total nominal value of RMB25 billion in aggregate, and listed on the Shanghai Stock Exchange. On 30 November 2010 and 28 December 2010, the Bank issued 11,262,153,213 A shares and 3,737,542,588 H shares pursuant to the rights issue, and listed on the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited, respectively.

Based on the board meeting of the Bank held on 25 March 2010, the board meeting of the Bank held on 28 July 2010, and the authorisation granted at the annual general meeting for the year 2009 of the Bank and the second extraordinary general meeting of 2010, the first A shareholders class meeting of 2010 and the first H shareholders class meeting of 2010 of the Bank, the Bank submitted applications to the China Banking Regulatory Commission (“**CBRC**”) in relation to the change in registered capital of the Bank and the amendments to the Articles of Association of Industrial and Commercial Bank of China Limited (the “**Articles**”) as a result of the aforementioned issuances. The Bank has recently received the approval of the aforementioned applications from CBRC and is undergoing the relevant procedures for the filing of the amendments to the Articles and the registration of the change in registered capital with the administrative authority for industry and commerce.

The registered capital of the Bank will change from RMB334,018,850,026 to RMB349,018,545,827, and the total number of shares will change from 334,018,850,026 shares to 349,018,545,827 shares.

Details of the amendments to the Articles are set out in the appendix to this announcement. The amended Articles is available at the websites of the Shanghai Stock Exchange (www.sse.com.cn) and the Bank (www.icbc-ltd.com), respectively.

Appendix: Comparison Table of the Proposed Amendments to the Articles of Association of Industrial and Commercial Bank of China Limited

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

Beijing, PRC
4 March 2011

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, 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.

Appendix: Comparison Table of the Proposed Amendments to the Articles of Association of Industrial and Commercial Bank of China Limited

Existing Article No.	Existing provisions	Provisions after amendment
Article 19	Upon the approval of the authorities authorised by the State Council, the total number of ordinary shares that the Bank may issue is 334,018,850,026 shares. The number of shares issued to the promoters when the Bank was being restructured and incorporated as a joint stock limited company is 248,000,000,000 shares, representing approximately 74.25% of the total ordinary shares that the Bank may issue.	Upon the approval of the authorities authorised by the State Council, the total number of ordinary shares that the Bank may issue is 349,018,545,827 shares. The number of shares issued to the promoters when the Bank was being restructured and incorporated as a joint stock limited company is 248,000,000,000 shares, representing approximately 71.06% of the total ordinary shares that the Bank may issue.
Article 20	After being restructured and incorporated as a joint stock limited company, the Bank shall issue 86,018,850,026 ordinary shares, including 71,068,850,026 overseas listed shares, representing approximately 21.28% of the total ordinary shares that the Bank may issue, and the Bank shall issue 14,950,000,000 domestic listed shares to the public. After the aforesaid share issuance, the composition of the Bank's share capital shall be: 334,018,850,026 ordinary shares, of which the promoter Ministry of Finance of the People's Republic of China shall hold 118,006,174,032 domestic listed shares, the promoter Central Huijin Investment Ltd. shall hold 118,006,174,032 domestic listed shares, other shareholders of domestic listed shares shall hold 14,950,000,000 shares, and the shareholders of overseas listed shares shall hold 83,056,501,962 shares.	After being restructured and incorporated as a joint stock limited company, and upon the completion of the initial public issuance of domestic listed shares and overseas listed shares, the Bank shall issue 86,018,850,026 ordinary shares, including 71,068,850,026 overseas listed shares, representing approximately 21.28% of the total ordinary shares that the Bank may issue, and the Bank shall issue 14,950,000,000 domestic listed shares to the public. In 2010, the Bank publicly issued convertible corporate bonds with a total nominal value of RMB25,000,000,000 in aggregate and a term of 6 years. The holders of the convertible corporate bonds may exercise the conversion right according to the terms of the convertible corporate bonds during the period commencing from 1 March 2011 and ending on 31 August 2016.

Existing Article No.	Existing provisions	Provisions after amendment
		In 2010, the Bank issued 14,999,695,801 ordinary shares, including 11,262,153,213 domestic listed shares and 3,737,542,588 overseas listed shares, pursuant to the rights issue. As at 28 December 2010, the composition of the Bank's share capital shall be: 349,018,545,827 ordinary shares, of which the promoter Ministry of Finance of the People's Republic of China shall hold 123,316,451,864 domestic listed shares, the promoter Central Huijin Investment Ltd. shall hold 123,641,072,864 domestic listed shares, other shareholders of domestic listed shares shall hold 15,266,976,549 shares, and the shareholders of overseas listed shares shall hold 86,794,044,550 shares.
Article 24	The registered capital of the Bank is RMB334,018,850,026.	The registered capital of the Bank is RMB349,018,545,827.

Note: The Articles of Association of Industrial and Commercial Bank of China Limited is written in Chinese, with no official English translation. The English translation is provided solely for reference only. In case of any discrepancy between the two versions, the Chinese version shall prevail.