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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 28 April 2011. There were 16 directors eligible for attending the Meeting, of whom 12 directors attended the Meeting in person and four directors by proxy. Ms. Wang Lili and Mr. Li Xiaopeng attended the Meeting by video conference. Sir Malcolm Christopher McCarthy attended the Meeting by telephone conference. Mr. Leung Kam Chung, Antony, appointed Mr. Wong Kwong Shing, Frank to attend the Meeting and exercise the voting right on his behalf. Mr. Xu Shanda appointed Mr. Qian Yingyi to attend the Meeting and exercise the voting right on his behalf. Mr. Huan Huiwu appointed Mr. Gao Jianhong to attend the Meeting and exercise the voting right on his behalf. Mr. Li Jun appointed Mr. Li Xiwen 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, the Articles of Association of Industrial and Commercial Bank of China Limited and the Procedural Rules of the Board of Directors.

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

1. Proposal on the First Quarterly Report of 2011

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).

2. Proposal on the Measures for the Group’s Prudent Administration of Remuneration of Industrial and Commercial Bank of China (Tentative)

Voting result of this proposal: 16 valid votes, 15 voted in favour of this proposal, 0 voted against and 1 abstained from voting.

3. Proposal on the Accountability System for Material Errors in Information Disclosure in Annual Report of Industrial and Commercial Bank of China

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).

4. Proposal on the “12th Five-Year” Information Technology Development Plan of Industrial and Commercial Bank of China

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

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

Beijing, PRC
28 April 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.