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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 October 2010. There were 16 directors eligible for attending the Meeting and all of the 16 directors attended the Meeting. Mr. Leung Kam Chung, Antony attended the Meeting by telephone conference. Mr. Yang Kaisheng, Vice-Chairman, appointed Mr. Jiang Jianqing, Chairman, to attend the Meeting and exercise the voting right on his behalf. Ms. Wang Lili appointed Mr. Li Xiaopeng to attend the Meeting and exercise the voting right on her 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 (the “**Articles**”).

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

### **1. Proposal on the Third Quarterly Report of 2010**

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)).

### **2. Proposal on the Investment in AXA-Minmetals Assurance Co., Ltd.**

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 Appointment of Mr. Hu Hao as Board Secretary 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.

Due to change of job assignment, Mr. Gu Shu has tendered his resignation from his positions as Board Secretary, Company Secretary and Authorised Representative of the Bank with effect from 28 October 2010. Mr. Gu has confirmed that there is no disagreement with the Board and there is no matter relating to Mr. Gu's resignation that needs to be brought to the attention of the shareholders of the Bank. It was resolved at the Meeting that Mr. Hu Hao be appointed as Board Secretary, Company Secretary and Authorised Representative of the Bank. The qualification of Mr. Hu as Board Secretary of the Bank is subject to the approval by the China Banking Regulatory Commission ("CBRC"). The Bank has applied to The Stock Exchange of Hong Kong Limited for, and The Stock Exchange of Hong Kong Limited has granted, a waiver from strict compliance with the requirements under Rules 8.17 and 19A.16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for a period of three years in respect of the appointment of Mr. Hu as a Company Secretary of the Bank. Mr. Hu Hao's biography is set out in Appendix 1.

Independent directors of the Bank do not have any objection to the abovementioned appointment.

Mr. Gu Shu has made outstanding contributions in management-related areas such as corporate governance, operation of the Board, strategic mergers and acquisitions and investors relation when serving as Board Secretary of the Bank. He was repeatedly honored as an Excellent Board Secretary by regulatory authorities and relevant institutions. The Bank would like to express its sincere gratitude to Mr. Gu Shu for his contributions to the Bank during his tenure of services.

#### **4. Proposal on the Appointment of Mr. Lin Xiaoxuan as Chief Information Officer 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.

It was resolved at the Meeting that Mr. Lin Xiaoxuan be appointed as Chief Information Officer of the Bank, subject to approval by the CBRC. Mr. Lin Xiaoxuan's biography is set out in Appendix 2.

Independent directors of the Bank do not have any objection to the abovementioned appointment.

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

Beijing, PRC  
28 October 2010

*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.*

Appendices:

1. Biography of Mr. Hu Hao
2. Biography of Mr. Lin Xiaoxuan

## **Biography of Hu Hao**

Hu Hao (胡浩), male, PRC national, was born in June 1962.

Mr. Hu Hao has served as General Manager of the International Business Department of Industrial and Commercial Bank of China Limited since July 2008. Mr. Hu joined Industrial and Commercial Bank of China in 1984, serving successively as the Deputy General Manager of the Corporate and Commercial Loan Department, the Deputy General Manager of the Credit Management Department and the General Manager of the Institution Operations Department. He previously served as the President of Chinese Mercantile Bank, the Chairman of Industrial and Commercial Bank of China Luxembourg S.A. and Deputy Director General of Construction and Administration Bureau of South-to-North Water Diversion Middle Route Project. Currently, Mr. Hu is also a Director of Industrial and Commercial Bank of China (Asia) Limited, Xiamen International Bank, Taiping General Insurance Company Limited and Taiping Life Insurance Company Limited. Mr. Hu expects to resign from the position of the director of Taiping General Insurance Company Limited and Taiping Life Insurance Company Limited in due course.

Mr. Hu Hao graduated from Hunan University with a Bachelor's degree in Economics and received a Doctorate degree in Economics from the Graduate School of the Chinese Academy of Social Sciences. Mr. Hu holds a qualification certificate of senior economist.

## **Biography of Lin Xiaoxuan**

Lin Xiaoxuan (林曉軒), male, PRC national, was born in February 1965.

Mr. Lin Xiaoxuan served as General Manager of Information and Technology Department of Industrial and Commercial Bank of China Limited from July 2001 and until July 2009, since when he has served as Chief Officer of Information and Technology, and concurrently General Manager of Information and Technology Department, of Industrial and Commercial Bank of China Limited. Mr. Lin joined Industrial and Commercial Bank of China (“**ICBC**”) in 1989 and served as Chief of Technology Protection Section and Head of Software Development and Operation Centre of ICBC Fujian Branch, Deputy General Manager of Technology Protection Department of ICBC Head Office and later General Manager of Information and Technology Department of ICBC, and for a certain period of time concurrently served as General Manager of Data Centre of ICBC. Currently, Mr. Lin is also the President of Financial Computer of China Magazine.

Mr. Lin Xiaoxuan graduated from East China Normal University and acquired a Master’s Degree in Engineering. Mr. Lin Xiaoxuan has obtained the professional and technological qualification of a Research Fellow.