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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 SUPERVISORS**

A regular meeting of the board of supervisors (the “**Meeting**”) of Industrial and Commercial Bank of China Limited (the “**Bank**”) was held as a physical meeting at the Bank’s head office on 28 and 29 March 2012. There were six supervisors eligible for attending the Meeting and all of the six supervisors attended the Meeting in person. The Meeting was convened in compliance with the relevant provisions of the laws, administrative rules and regulations and the Articles of Association of Industrial and Commercial Bank of China Limited.

Mr. Zhao Lin, Chairman of the board of supervisors, presided over the Meeting. The following proposals were considered and passed at the Meeting:

**1 Proposal on the 2011 Work Report of the Board of Supervisors of Industrial and Commercial Bank of China Limited**

Voting result of this proposal: 6 valid votes, 6 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

This proposal will be submitted to the 2011 annual general meeting for consideration.

**2 Proposal on the 2011 Supervision Report of the Board of Supervisors of Industrial and Commercial Bank of China Limited**

Voting result of this proposal: 6 valid votes, 6 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

**3 Proposal on the 2011 Assessment Report on the Performance of Duties of the Board of Directors, the Senior Management and their Members**

Voting result of this proposal: 6 valid votes, 6 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

#### **4 Proposal on the 2011 Assessment Report on the Performance of Duties of the Supervisors**

Voting result of this proposal: 6 valid votes, 6 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

#### **5 Proposal on the 2011 Internal Control Assessment Report of Industrial and Commercial Bank of China Limited**

Voting result of this proposal: 6 valid votes, 6 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

#### **6 Proposal on the 2011 Annual Report and its Abstract**

The board of supervisors of the Bank was of the opinion that the preparation and audit procedures in respect of the 2011 annual report of the Bank complied with the laws, administrative regulations and supervisory requirements and the report reflected the actual situation of the Bank truthfully, accurately and completely.

Voting result of this proposal: 6 valid votes, 6 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

#### **7 Proposal on the 2011 Audited Accounts**

Voting result of this proposal: 6 valid votes, 6 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

#### **8 Proposal on the 2011 Profit Distribution Plan**

Voting result of this proposal: 6 valid votes, 6 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

#### **9 Proposal on the Engagement of Auditors for 2012**

Voting result of this proposal: 6 valid votes, 6 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

#### **10 Proposal on the 2011 Corporate Social Responsibility Report of Industrial and Commercial Bank of China Limited**

Voting result of this proposal: 6 valid votes, 6 voted in favour of this proposal, 0 voted against and 0 abstained from voting.

#### **11 Proposal on the Nomination of Ms. Dong Juan as a Candidate for the Post of External Supervisor of Industrial and Commercial Bank of China Limited**

Pursuant to the relevant articles of the Articles of Association of Industrial and Commercial Bank of China Limited, the term of the existing supervisor of the Bank, Ms. Dong Juan,

will expire in May 2012. The Meeting unanimously agreed to nominate Ms. Dong Juan as a candidate for the post of external supervisor of the Bank and that the proposal be submitted to the next shareholders' general meeting for consideration.

Voting results of this proposal: 5 valid votes, 5 voted in favour of this proposal, 0 voted against and 0 abstained from voting. Ms. Dong Juan has abstained from voting on this proposal.

## **12 Proposal on the Nomination of Mr. Meng Yan as a Candidate for the Post of External Supervisor of Industrial and Commercial Bank of China Limited**

Pursuant to the relevant articles of the Articles of Association of Industrial and Commercial Bank of China Limited, the term of the existing supervisor of the Bank, Mr. Meng Yan, will expire in May 2012. The Meeting unanimously agreed to nominate Mr. Meng Yan as a candidate for the post of external supervisor of the Bank and that the proposal be submitted to the next shareholders' general meeting for consideration.

Voting results of this proposal: 5 valid votes, 5 voted in favour of this proposal, 0 voted against and 0 abstained from voting. Mr. Meng Yan has abstained from voting on this proposal.

Appendix: Biographies of Ms. Dong Juan and Mr. Meng Yan

### **The Board of Supervisors of Industrial and Commercial Bank of China Limited**

Beijing, PRC  
29 March 2012

*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, Ms. WANG Xiaoya, Ms. GE Rongrong, Mr. LI Jun, Mr. WANG Xiaolan and Mr. YAO Zhongli 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:**

### **Biography of Ms. Dong Juan**

Dong Juan, female, PRC national, was born in May 1952.

Ms. Dong Juan has served as external supervisor of Industrial and Commercial Bank of China Limited since May 2009. She is currently Chairperson of the Board of Directors of Grandchina International Consulting Co., Ltd. She previously served as Deputy Chief and Chief of the Foreign Trade Division of Commerce and Trade Department of the Ministry of Finance (the “MOF”), Director-General of the Enterprise Affairs Department of the State Administration of State-owned Assets, Director-General of the Evaluation Department of the MOF, and independent director of Shanghai Qiangsheng Holding Co., Ltd., Baocheng Investment Co., Ltd. and The Ming An (Holdings) Company Limited. At present, Ms. Dong concurrently serves as an independent director of Sinotex Investment & Development Co., Ltd. Ms. Dong graduated from Shanxi Finance and Economics Institute and from Dongbei University of Finance and Economics with a Master’s degree in economics. Ms. Dong is also a PRC Certified Public Accountant (as a non-practising member).

### **Biography of Mr. Meng Yan**

Meng Yan, male, PRC national, was born in August 1955.

Mr. Meng Yan has served as external supervisor of Industrial and Commercial Bank of China Limited since May 2009. Currently, he is the Dean, Professor and Tutor to PhD students in the School of Accountancy of Central University of Finance and Economics (the “CUFE”). He is also an Executive Council Member of the Accounting Society of China, a Council Member of the China Audit Society, an Executive Council Member of the Banking Accounting Society of China, a member of the Steering Committee on Teaching and Learning of Business Administration Disciplines of Higher Education Institutions under the Ministry of Education, and a member of the National Accounting Master Education Steering Committee. Mr. Meng served as Head of the Department of Accountancy of CUFE. He was also the Expert Consultant of the Accounting Standards Committee of the MOF for accounting standards, the Expert Consultant of the MOF for independent auditing standards, and an Expert Consultant of the MOF for enterprise performance evaluation and an independent director of Beijing North Star Company Limited, China Merchants Property Development Company and Beijing Bashi Media Co., Ltd. At present, he concurrently serves as an independent supervisor of China COSCO Holdings Company Limited, and an independent director of Yantai Wanhua Polyurethane Co., Ltd. and Jolimark Holdings Limited. Mr. Meng obtained his Doctorate degree in economics from the Research Institute for Fiscal Science of the MOF.