



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)

Form of Proxy for the Extraordinary General Meeting
to be held on 27 October 2008

I / We (Note 1) _____ of _____

being the registered holder(s) of _____ (Note 2) H shares of RMB1.00 each in the capital of Industrial and Commercial Bank of China Limited (the "Bank"), hereby appoint **the Chairman of the meeting** or (Note 3) _____ of to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (the "Meeting") of the Bank to be held at the Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC at 9:30 a.m. on Monday, 27 October 2008 or any adjournment thereof, for the purpose of considering and if thought fit, passing the resolutions set out in the notice convening the Meeting, and voting on behalf of me/us under my/our name as indicated below (Note 4) in respect of the resolutions to be proposed at the Meeting and any of its adjournment.

Ordinary resolutions		For (Note 4)	Against (Note 4)
1.	To consider and appoint Mr. Jiang Jianqing as executive director of the Bank.		
2.	To consider and appoint Mr. Yang Kaisheng as executive director of the Bank.		
3.	To consider and appoint Mr. Zhang Furong as executive director of the Bank.		
4.	To consider and appoint Mr. Niu Ximing as executive director of the Bank.		
5.	To consider and appoint Mr. Leung Kam Chung, Antony as independent non-executive director of the Bank.		
6.	To consider and appoint Mr. John L. Thornton as independent non-executive director of the Bank.		
7.	To consider and appoint Mr. Qian Yingyi as independent non-executive director of the Bank.		
8.	To consider and appoint Mr. Wong Kwong Shing, Frank as independent non-executive director of the Bank.		
9.	To consider and appoint Mr. Huan Huiwu as non-executive director of the Bank.		
10.	To consider and appoint Mr. Gao Jianhong as non-executive director of the Bank.		
11.	To consider and appoint Ms. Li Chunxiang as non-executive director of the Bank.		
12.	To consider and appoint Mr. Li Jun as non-executive director of the Bank.		
13.	To consider and appoint Mr. Li Xiwen as non-executive director of the Bank.		
14.	To consider and appoint Mr. Wei Fusheng as non-executive director of the Bank.		
15.	To consider and appoint Ms. Wang Chixi as shareholder supervisor of the Bank.		
16.	To consider and appoint Mr. Wang Daocheng as external supervisor of the Bank.		
17.	To consider and appoint Mr. Ding Xianjue as external supervisor of the Bank.		
Special resolution		For (Note 4)	Against (Note 4)
18.	To approve the issue of subordinated bonds on the terms and conditions as set out in the circular dated 12 September 2008.		

Dated _____ 2008 Shareholder's Signature (Note 5) _____

Notes:

- Please insert full name(s) in BLOCK CAPITALS and address as registered in the register of members.
- Please insert the number of shares registered in your name(s) relating to this form of proxy. If no number is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "**the Chairman of the meeting** or" and insert the full name and address of the proxy (or proxies) desired in the space provided. If you are a shareholder of the Bank who is entitled to attend and vote at the Meeting convened by this notice, you are entitled to appoint one or more proxies to attend and vote on your behalf. A proxy need not be a shareholder of the Bank. **Any changes to this proxy form should be initialled by the person who signs it.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you, or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised. If this proxy form is signed by an attorney of a shareholder, the power of attorney or other authority (if any) under which it is signed must be notarised.
- In the case of joint holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting whether attending in person or by proxy, the vote of the person, whose name stands first on the register of members of the Bank in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- To be valid, this proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the H share registrar of the Bank in person or by post not less than 24 hours before the time fixed for the holding of the Meeting or any adjournment thereof (as the case may be). Completion and delivery of this proxy form will not preclude shareholders from attending and voting at the Meeting if she/he so wishes. In such event, the instrument appointing a proxy shall be deemed to be revoked. The H share registrar of the Bank is Computershare Hong Kong Investor Services Limited, whose address is at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
- Document of evidence must be shown by shareholder(s) or proxies to attend the Meeting.