



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 Annual General Meeting for the year 2008
to be held on 25 May 2009

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) _____ to act as
my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting for the year 2008 (the "Meeting") of the Bank to be held at the Four Seasons Grand Ballroom, Four
Seasons Hotel, 8 Finance Street, Central, Hong Kong and at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing,
PRC concurrently by video conference on Monday, 25 May 2009 at 9:30a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the resolutions set out in the no-
tice 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)	Abstained ^(Note 4)
1	To consider and approve the 2008 Work Report of the Board of Directors of the Bank.			
2	To consider and approve the 2008 Work Report of the Board of Supervisors of the Bank.			
3	To consider and approve the Bank's 2008 audited accounts.			
4	To consider and approve the Bank's 2008 profit distribution plan.			
5	To consider and approve the Bank's 2009 fixed assets investment budget.			
6	To re-appoint Ernst & Young as international auditors of the Bank for 2009 and Ernst & Young Hua Ming as domestic auditors of the Bank for 2009 for the term from the passing of this resolution until the conclusion of the next annual general meeting and to fix the aggregate audit fees for 2009 at RMB153 million (including but not limited to disbursements such as travelling expenses, accommodation expenses and telecommunications charges).			
7	To consider and approve the remuneration calculations for directors and supervisors of the Bank for 2008.			
Special Resolution		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
8	To consider and approve the proposed amendments to the Articles of Association of Industrial and Commercial Bank of China Limited as set out in Appendix I to the circular of the Bank dated 9 April 2009 and to authorise the Board of Directors of the Bank to make amendments to the Articles of Association of the Bank which may be necessary as China Banking Regulatory Commission and other regulatory authorities may require.			
Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
9	To consider and approve the proposed amendments to the Rules of Procedures for Shareholders' General Meeting of Industrial and Commercial Bank of China Limited as set out in Appendix II to the circular of the Bank dated 9 April 2009 and to authorise the Board of Directors of the Bank to make corresponding amendments to the Rules of Procedures for the Shareholders' General Meeting pursuant to the Articles of Association of the Bank as finally approved.			
10	To consider and approve the proposed amendments to the Rules of Procedures for the Board of Directors of Industrial and Commercial Bank of China Limited as set out in Appendix III to the circular of the Bank dated 9 April 2009 and to authorise the Board of Directors of the Bank to make corresponding amendments to the Rules of Procedures for the Board of Directors pursuant to the Articles of Association of the Bank as finally approved.			
11	To consider and approve the proposed amendments to the Rules of Procedures for the Board of Supervisors of Industrial and Commercial Bank of China Limited as set out in Appendix IV to the circular of the Bank dated 9 April 2009 and to authorise the Board of Supervisors to make corresponding amendments to the Rules of Procedures for the Board of Supervisors pursuant to the Articles of Association of the Bank as finally approved.			

Dated _____, 2009 Shareholder's Signature ^(Note 5) _____

- Notes:
- Important: You should first review the circular of the Bank dated 9 April 2009 before appointing a proxy.
- 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, PLEASE TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO VOTE "ABSTAINED" THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "ABSTAINED".** 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 the common seal or under the hand of a director or duly authorised attorney(s). 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 by hand 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.