



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)

Second Proxy Form for the Second Extraordinary General Meeting of 2010 to be postponed to 21 September 2010

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 second extraordinary general meeting of 2010 (the “**Meeting**”) of the Bank re-scheduled
to be held at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Tuesday, 21
September 2010 at 2:30 p.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the resolutions set out in the notice and supplemental
notices convening the Meeting, and voting on behalf of me/us under my/our name as indicated below ^(Note 4) in respect of the resolution to be proposed at the Meeting and
any of its adjournment.

Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Bank dated 29 July 2010.

Special Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
1	To consider and individually approve each of the following resolutions on the proposed Rights Issue of A Shares and H Shares by the Bank:			
	1.1 Types and nominal value of securities to be issued			
	1.2 Proportion and number of Shares to be issued			
	1.3 Subscription Price and the basis for price determination			
	1.4 Target subscribers for the Rights Issue			
	1.5 Amount and use of proceeds			
	1.6 Effective period of the resolutions			
	1.7 Authorisation for the Rights Issue			
Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
2	To consider and approve the arrangements for the accumulated undistributed profits of the Bank prior to the completion of the Rights Issue of A Shares and H Shares.			
3	To consider and approve the Feasibility Analysis Report on Use of Proceeds from the Rights Issue of A Shares and H Shares as set out in Appendix 1 to the circular of the Bank dated 29 July 2010.			
4	To consider and approve the Report on Utilisation of Proceeds from Previous Issuances as set out in Appendix 2 to the circular of the Bank dated 29 July 2010.			
5	To consider and approve the payment of remuneration to Directors and Supervisors of 2009.			
6	To consider and approve the election of Mr. Xu Shanda as an independent non-executive Director.			
7	To consider and appoint Mr. Li Xiaopeng as an executive director of the Bank.			
8	To consider and approve the Report of Industrial and Commercial Bank of China Limited on Utilisation of Proceeds from Previous Issuance (A Share Convertible Corporate Bonds) as set out in Appendix 1 to the supplemental circular of the Bank dated 7 September 2010.			

Dated _____ 2010 Shareholder's Signature ^(Note 5) _____

Notes:
Important: You should first read the circular of the Bank dated 29 July 2010, the supplemental circular of the Bank dated 27 August 2010 and the supplemental circular of the Bank dated 7 September 2010 before appointing a proxy.

1. Please insert full name(s) and address as registered in the register of members in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s) relating to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).
3. 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.
4. 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 THE BOX MARKED “AGAINST”. IF YOU WISH TO VOTE “ABSTAINED” THE RESOLUTION, TICK 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.
5. This proxy form 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.
6. 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).
7. 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) (the “Closing Time”). 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
8. Document of evidence must be shown by shareholder(s) or proxies to attend the Meeting.
9. IMPORTANT: A SHAREHOLDER OF THE BANK WHO HAS ALREADY LODGED THE PROXY FORM WHICH WAS SENT TOGETHER WITH THE NOTICE OF THE MEETING DATED 29 JULY 2010 (THE “ORIGINAL PROXY FORM”) AND/OR THE SUPPLEMENTAL PROXY FORM WHICH WAS SENT TOGETHER WITH THE SUPPLEMENTAL NOTICE OF THE MEETING DATED 27 AUGUST 2010 (THE “SUPPLEMENTAL PROXY FORM”) SHOULD NOTE THAT:
(i) This second proxy form lodged with the H Share registrar of the Bank before the Closing Time will revoke and supersede the Original Proxy Form and/or the Supplemental Proxy Form previously lodged by him/her. This second proxy form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
(ii) If no second proxy form is lodged with the H Share registrar of the Bank, the Original Proxy Form and/or the Supplemental Proxy Form will remain valid and effective to the fullest extent applicable if correctly completed. The proxy appointed under the Original Proxy Form and/or the Supplemental Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Meeting, including resolution numbered 8 mentioned above which was not set out in the Original Proxy Form and the Supplemental Proxy Form.