



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 Supplemental Proxy Form for the Annual General Meeting  
for the year 2010 to be held on 31 May 2011

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_<sup>(Note 2)</sup> 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 \_\_\_\_\_<sup>(Note 3)</sup> of \_\_\_\_\_

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 2010 (the "Meeting") of the Bank to be held at the 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 Tuesday, 31 May 2011 at 9:30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the resolution set out in the second supplemental notice convening the Meeting, and voting on behalf of me/us under my/our name as indicated below<sup>(Note 4)</sup> in respect of the resolution to be proposed at the Meeting and any of its adjournment.

	Ordinary resolution	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstained <sup>(Note 4)</sup>
9	To consider and approve the payment of remuneration to directors and supervisors of the Bank for 2010.			

Dated \_\_\_\_\_ 2011 Shareholder's Signature<sup>(Note 5)</sup> \_\_\_\_\_

Notes:

Important: You should first read the circulars of the Bank dated 13 April 2011, 27 April 2011 and 19 May 2011, respectively, before appointing a proxy. Unless otherwise defined in this second supplemental proxy form, capitalised terms used in this second supplemental proxy form shall have the same meanings as those defined in the circular of the Bank dated 19 May 2011.

- (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 second supplemental proxy form. If no number is inserted, this second supplemental 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, 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 supplemental 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, PLEASE TICK THE BOX MARKED "AGAINST". IF YOU WISH TO VOTE "ABSTAINED" THE RESOLUTION, PLEASE 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 second supplemental 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 second supplemental 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 second supplemental 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 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) Shareholders are entitled to appoint one or more proxies to attend the Meeting, but only one of the proxies can be designated to vote at the Meeting.
- (10) This second supplemental proxy form is the supplemental proxy form for the purpose of the supplemental resolution set out in the Second Supplemental Notice of the Annual General Meeting for the Year 2010 dated 19 May 2011 and only serves as a supplement to the Original Proxy Form and the Supplemental Proxy Form for the Meeting.
- (11) This second supplemental proxy form will not affect the validity of any proxy form duly completed by you in respect of the resolutions set out in the Notice of the Annual General Meeting for the Year 2010 dated 13 April 2011 and the Supplemental Notice of the Annual General Meeting for the Year 2010 dated 27 April 2011. If you have validly appointed a proxy under the Original Proxy Form and the Supplemental Proxy Form to attend and act for you at the Meeting but do not complete and deliver this second supplemental proxy form, your proxy will be entitled to vote at his discretion on the ordinary resolution 9 set out in the Second Supplemental Notice of the Annual General Meeting for the Year 2010 dated 19 May 2011; and in the event that the proxies appointed to attend the Meeting under the Original Proxy Form and the Supplemental Proxy Form are different and both proxies attended the Meeting, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the Meeting.
- (12) If the proxy being appointed to attend the Meeting under this second supplemental proxy form is different from the proxy/proxies appointed under the Original Proxy Form and/or the Supplemental Proxy Form and more than one of the proxies attended the Meeting, only the proxy validly appointed under the first proxy form (being any one of the Original Proxy Form, the Supplemental Proxy Form or this second supplemental proxy form) which have been lodged with the H share registrar of the Bank shall be designated to vote at the Meeting.